

NEW ISSUE – BOOK-ENTRY ONLY

RATINGS:

Moody's: "MIG 1"

S&P: "SP-1+"

(See "RATINGS" herein)

In the opinion of Kutak Rock LLP, Bond Counsel, under existing laws, regulations, rulings and judicial decisions and assuming the accuracy of certain representations and continuing compliance with certain covenants, interest on the Series 2020B Notes 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; and interest on the Series 2020B Notes is not included in Colorado taxable income or Colorado alternative minimum taxable income under Colorado income tax laws as described herein. See "TAX MATTERS" for a full description of the tax treatment of interest on the Series 2020B Notes



\$390,000,000
STATE OF COLORADO
EDUCATION LOAN PROGRAM
TAX AND REVENUE ANTICIPATION NOTES
SERIES 2020B



Dated: Date of Delivery

Maturity Date: June 29, 2021

The proceeds of the Series 2020B Notes will be used as more fully described herein to (i) make interest-free loans to certain Colorado school districts identified herein in order to alleviate temporary general fund cash flow deficits expected to be experienced by such school districts during the fiscal year ending June 30, 2021, and (ii) pay the costs of issuing the Series 2020B Notes.

The Series 2020B Notes will be issued in fully registered form and registered initially in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York, the securities depository for the Series 2020B Notes. Beneficial Ownership Interests in the Series 2020B Notes, in non-certificated book-entry only form, may be purchased in integral multiples of \$5,000 by or through participants in the DTC system. Beneficial Ownership Interests will be governed as to receipt of payments, notices and other communications, transfers and various other matters with respect to the Series 2020B Notes by the rules and operating procedures applicable to the DTC book-entry system as described herein.

The principal of and interest on the Series 2020B Notes, at the rate per annum specified below, is payable on the maturity date of the Series 2020B Notes specified above. The Series 2020B Notes are *not* subject to redemption prior to maturity.

<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Price</u>	<u>Reoffering Yield</u>	<u>CUSIP No.</u> [†]
\$ 90,000,000	2.00%	100.805	0.080%	19672M CP1
150,000,000	2.75	101.122	0.074	19672M CN6
150,000,000	4.00	101.647	0.072	19672M CQ9

The Series 2020B Notes are special, limited obligations of the State payable solely from and secured by a pledge of the Pledged Revenues described herein. Interest on the Series 2020B Notes will be payable from amounts deposited by the State Treasurer upon issuance of the Series 2020B Notes in the ETRANS 2020-21 Repayment Account; and the principal of the Series 2020B Notes will be payable from amounts received by the State Treasurer from the Participating Districts on or before June 25, 2021, as payment of their Program Loans and, if necessary, from certain State funds, all as described herein. The Series 2020B Notes are secured on parity with the previously issued State of Colorado Education Loan Program Tax and Revenue Anticipation Notes, Series 2020A, which are currently outstanding in the aggregate principal amount of \$410,000,000. The Series 2020B Notes do not constitute a debt, an indebtedness or a multiple fiscal year financial obligation of the State or the Participating Districts within the meaning of any applicable provision of the constitution or statutes of the State, and the Owners and Beneficial Owners of the Series 2020B Notes may not look to any source other than the Pledged Revenues for payment of the Series 2020B Notes.

An investment in the Series 2020B Notes involves risk. Prospective investors are advised to read this Official Statement in its entirety, giving particular attention to the matters discussed in "INVESTMENT CONSIDERATIONS," in order to obtain information essential to the making of an informed investment decision.

The Series 2020B Notes are offered when, as and if issued by the State, subject to the approving opinion of Kutak Rock LLP, Denver, Colorado, as Bond Counsel. Certain legal matters will be passed upon for the State by the Attorney General of the State, and by Kline Alvarado Veio, P.C., Denver, Colorado, as special counsel to the State. The Series 2020B Notes are expected to be delivered through the facilities of DTC on or about January 28, 2021.

Dated: January 21, 2021

[†] CUSIP is a registered trademark of the American Bankers Association. The CUSIP data included herein has been provided by CUSIP Global Services operated by the CUSIP Service Bureau, which is managed on behalf of the American Bankers Association by Standard & Poor's, a business unit of McGraw-Hill Financial, and is provided solely for the convenience of the purchasers of the Series 2020B Notes and only as of the issuance of the Series 2020B Notes. The State takes no responsibility for the accuracy of such data now or at any time in the future.

PRELIMINARY NOTICES

This Official Statement does not constitute an offer to sell the Series 2020B Notes in any jurisdiction to any person to whom it is unlawful to make such offer in such jurisdiction. No dealer, salesman or other person has been authorized by the State, the State Treasurer or the Financial Advisor to give any information or to make any representation other than those contained herein and, if given or made, such other information or representation must not be relied upon as having been authorized by the State or any other person.

The information and expressions of opinion in this Official Statement are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create the implication that there has been no change in the matters described in this Official Statement since the date hereof.

The information in this Official Statement has been obtained from officers, employees and records of the State, the Participating Districts and other sources believed to be reliable, but this Official Statement is not to be construed as the promise or guarantee of the State, the State Treasurer or the Financial Advisor.

The order and placement of materials in this Official Statement, including the appendices, are not to be deemed a determination of relevance, materiality or importance, and this Official Statement, including the appendices, must be considered in its entirety. The captions and headings in this Official Statement are for convenience only and in no way define, limit or describe the scope or intent, or affect the meaning or construction, of any provisions or sections of this Official Statement. The offering of the Series 2020B Note's is made only by means of this entire Official Statement.

This Official Statement is submitted in connection with the initial offering and sale of the Series 2020B Notes and may not be reproduced or used, in whole or in part, for any other purpose.

The Series 2020B Notes have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have neither confirmed the accuracy nor determined the adequacy of this Official Statement. Any representation to the contrary is unlawful.

CAUTIONARY STATEMENT REGARDING PROJECTIONS, ESTIMATES AND OTHER FORWARD LOOKING STATEMENTS IN THIS OFFICIAL STATEMENT

This Official Statement, including, but not limited to, the material set forth in "SOURCE OF PAYMENT OF PROGRAM LOANS – State Equalization Funding of School Districts – Summary Financial Information Regarding the Participating Districts," "SELECTED STATE FUNDS ELIGIBLE FOR INVESTMENT IN DISTRICT NOTES IN THE EVENT OF A DEFAULT IN THE REPAYMENT OF PROGRAM LOANS," "DEBT AND CERTAIN OTHER FINANCIAL OBLIGATIONS," "APPENDIX A – THE STATE GENERAL FUND," "APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST" and "APPENDIX E – STATE PENSION SYSTEM," contains statements relating to future results that are "forward looking statements." When used in this Official Statement, the words "estimate," "anticipate," "forecast," "project," "intend," "propose," "plan," "expect" and similar expressions identify forward looking statements. The achievement of certain results or other expectations contained in forward looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by the forward looking statements. The State Treasurer does not plan to issue any updates or revisions to those forward looking statements if or when its expectations or events, conditions or circumstances on which these statements are based occur. See also "INTRODUCTION – General Statement Regarding the Impact of COVID-19 (Coronavirus) on the State and School Districts" and "INVESTMENT CONSIDERATIONS – Impact of COVID-19 on the Series 2020B Notes."

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OFFICIAL STATEMENT

Relating to

\$390,000,000

STATE OF COLORADO

**EDUCATION LOAN PROGRAM TAX AND REVENUE ANTICIPATION NOTES
SERIES 2020B**

INTRODUCTION

This Official Statement, which includes the cover page, inside cover, prefatory information and the appendices, furnishes information in connection with the issuance and sale by the State of Colorado (the “State”) of its \$390,000,000 State of Colorado Education Loan Program Tax and Revenue Anticipation Notes, Series 2020B (the “Series 2020B Notes”).

This introduction is not a summary of this Official Statement. It is only a summary description of and guide to, and is qualified by, more complete and detailed information contained in the entire Official Statement and the documents summarized or described herein. A full review should be made of the entire Official Statement. The offering of Series 2020B Notes to potential investors is made only by means of the entire Official Statement.

**General Statement Regarding the Impact of COVID-19
(Coronavirus) on the State and School Districts**

The novel coronavirus disease 2019 (“COVID-19”) pandemic is currently altering the behavior of individuals and businesses in a manner that is having significant negative effects on global, national, state and local economies, including the economy of the State. COVID-19 has caused a substantial reduction in revenues to the State while also necessitating a significant increase in expenditures for public health emergency response costs. In addition, a number of measures have been ordered by the Governor of the State (the “Governor”), the Colorado Department of Public Health and Environment (“CDPHE”) and local public health and other governmental entities in an effort to mitigate the effects of the pandemic and reduce the spread of COVID-19 in the State, including, among others, so called “safer at home” or “shelter-in-place” orders. The various public health measures are constantly changing in response to the status of the pandemic in the State, and the ever-evolving impact of COVID-19 and the public health response thereto, has made economic, operational and financial planning and forecasting more difficult. Certain aspects of the current and prospective impact of COVID-19 on the operations and finances of the State and school districts are discussed in this Official Statement. Prospective investors are advised to fully and carefully review all the information included in this Official Statement in order to make an informed investment decision, paying particular attention to the information herein regarding the current and forecasted impact of COVID-19 on the operations and finances of the State and school districts. See also “Investment Considerations” in this section, as well as “IMPACT OF COVID-19 ON THE STATE AND SCHOOL DISTRICTS,” “INVESTMENT CONSIDERATIONS – Impact of COVID-19 on the Series 2020B Notes – Budgets and Revenue Forecasts,” “THE LOAN PROGRAM; APPLICATION OF PROCEEDS OF THE SERIES 2020B NOTES – The Participating Districts,” “APPENDIX A – THE STATE GENERAL FUND” and “APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST.”

Changes from Preliminary Official Statement

This Official Statement contains information that was either not available or differs from that contained in the Preliminary Official Statement dated January 14, 2021, including, without limitation, the interest rates, prices, reoffering yields, CUSIP numbers, original purchasers and purchase price

paid by the original purchasers of the Series 2020B Notes. Accordingly, prospective investors should read this Official Statement in its entirety.

Purpose

Sections 29-15-112 and 22-54-110, Colorado Revised Statutes, as amended (“C.R.S.”), referred to herein collectively as the “Loan Program Statutes,” establish a program (the “Loan Program”) for making interest-free loans (“Program Loans”) to participating Colorado school districts (the “Participating Districts”) in order to alleviate Participating Districts’ temporary general fund cash flow deficits. The Series 2020B Notes are being issued for the purpose of funding the Loan Program for the State’s fiscal year ending June 30, 2021 (“Fiscal Year 2020-21”), and paying the costs of issuing the Series 2020B Notes. The first installment of the Loan Program was funded on August 4, 2020, by the issuance of the State’s Education Loan Program Tax and Revenue Anticipation Notes, Series 2020A (the “Series 2019A Notes”), in the aggregate principal amount of \$410,000,000, the net proceeds of which have been or will be borrowed by approximately 22 Participating Districts. See “THE LOAN PROGRAM; APPLICATION OF PROCEEDS OF THE SERIES 2020B NOTES.”

The net proceeds of the sale of the Series 2020B Notes will be deposited in the Series 2020B Education Loan Program Tax and Revenue Anticipation Notes Proceeds Account (the “Series 2020B Notes Proceeds Account”) of the State’s General Fund (the “General Fund”) and used to make Program Loans to Participating Districts in order to alleviate actual temporary general fund cash flow deficits currently forecast by each Participating District during Fiscal Year 2020-21. See “SOURCE OF PAYMENT OF PROGRAM LOANS – Summary Financial Information Regarding the Participating Districts.” Prior to receiving a Program Loan, each Participating District is required to adopt a resolution (each a “District Resolution” and collectively the “District Resolutions”) pledging to the repayment of its Program Loan those ad valorem property tax revenues received by the Participating District during the period of March through June of 2021 that are required to be deposited in the Participating District’s general fund (“Taxes”), and is required to execute a promissory note payable to the State Treasurer (each a “District Note” and collectively the “District Notes”) to evidence its repayment obligation. See “THE LOAN PROGRAM; APPLICATION OF PROCEEDS OF THE SERIES 2020B NOTES – Program Loans – The Participating Districts,” “DISTRICT RESOLUTIONS AND DISTRICT NOTES” and “SOURCE OF PAYMENT OF PROGRAM LOANS.”

The Series 2020B Notes

Authorization. The Series 2020B Notes are issued pursuant to the Loan Program Statutes; Part 2 of Article 57 of Title 11, C.R.S. (the “Supplemental Public Securities Act”); and a resolution (the “State Resolution”) adopted by the State Treasurer (the “State Treasurer”) and approved and countersigned by the Controller of the State (the “State Controller”). See “THE SERIES 2020B NOTES – Authorization.”

General Provisions. The Series 2020B Notes will be dated the date of issuance and delivery to the original purchasers thereof (the “Closing Date”) and will mature on June 29, 2021 (the “Series 2020B Notes Maturity Date”). The Series 2020B Notes are not subject to redemption prior to the Series 2020B Notes Maturity Date. Interest on the Series 2020B Notes, at the rate per annum set forth on the cover page hereof (computed on the basis of a 360-day year of twelve 30-day months), will accrue from the Closing Date and will be payable on the Series 2020B Notes Maturity Date. See “THE SERIES 2020B NOTES – General Provisions.”

Book-Entry Only System. The Series 2020B Notes will be issued in fully registered form (*i.e.*, registered as to payment of both principal and interest) and registered initially in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”), which will serve as securities depository for the Series 2020B Notes. Ownership interests in the Series 2020B Notes (“Beneficial Ownership Interests”), in non-certificated book-entry only form, may be purchased in

integral multiples of \$5,000 by or through participants in the DTC system (“DTC Participants”). Beneficial Ownership Interests will be recorded in the name of the purchasers thereof (“Beneficial Owners”) on the books of the DTC Participants from whom they are acquired, and will be governed as to the receipt of payments, notices and other communications, transfers and various other matters with respect to the Series 2020B Notes by the rules and operating procedures applicable to the DTC book-entry system as described in “THE SERIES 2020B NOTES – General Provisions” and “APPENDIX F – DTC BOOK-ENTRY SYSTEM.” As used in this Official Statement, the term “Owners” of the Series 2020B Notes means the persons or entities in whose names the Series 2020B Notes are registered on the registration books kept by UMB Bank, n.a., Kansas City, Missouri, as the registrar (the “Registrar”) for the Series 2020B Notes (such Owner initially being Cede & Co. or such other nominee as may be designated by DTC), and does not mean the Beneficial Owners.

Security and Sources of Payment. The Series 2020B Notes are special, limited obligations of the State payable solely from and secured by a pledge of the following (the “Pledged Revenues”), which the State Treasurer believes will be sufficient for the repayment of the Series 2020B Notes:

- amounts received by the State Treasurer from the Participating Districts on or before June 25, 2021, as repayment of their Program Loans;
- amounts deposited to the “Series 2020-21 Education Loan Program Tax and Revenue Anticipation Notes Repayment Account” of the General Fund (the “ETRANS 2020-21 Repayment Account”) as discussed in “THE SERIES 2020B NOTES – Security and Sources of Payment – *The ETRANS 2020-21 Repayment Account*”; and
- any unexpended proceeds of the Series 2020A Notes, the Series 2020B Notes and of any additional tax and revenue anticipation notes authorized and issued pursuant to the Loan Program Statutes and the Supplemental Public Securities Act and payable from and secured by a pledge of all or any portion of the Pledged Revenues on a parity with the pledge thereof in favor of the Owners of the Series 2020B Notes (“Parity Lien Notes”) that have not been loaned to the Participating Districts, together with the interest earnings thereon in excess of the amount deposited by the State Treasurer in the Series 2020B Notes Proceeds Account on the Closing Date. See “THE LOAN PROGRAM; APPLICATION OF PROCEEDS OF THE SERIES 2020B NOTES – The Series 2020B Notes Proceeds Account.”

Interest on the Series 2020B Notes will be payable from a deposit to be made by the State Treasurer on the Closing Date to the Interest Subaccount of the ETRANS 2020-21 Repayment Account in an amount equal to the interest to accrue on the Series 2020B Notes from the Closing Date to the Series 2020B Notes Maturity Date. This deposit is to be made from “Current General Fund Revenues,” consisting of any cash income or other cash receipt credited to the General Fund for Fiscal Year 2020-21 that is (i) subject to appropriation for Fiscal Year 2020-21 and (ii) not yet credited to the General Fund as of the Closing Date, but not including the proceeds of the Series 2020A Notes, the Series 2020B Notes, any Parity Lien Notes or of any other borrowing of the State.

Principal of the Series 2020B Notes will be payable from amounts received by the State Treasurer from the Participating Districts on or before June 25, 2021, as repayment of their Program Loans, supplemented if necessary by, among other things, any funds on hand or in the custody or possession of the State Treasurer and eligible for investment in the District Notes, including Current General Fund Revenues and any amounts in the funds established by statute and the State Treasurer from which the State Treasurer is authorized to borrow under State law (“Borrowable Resources”).

The ability of the State Treasurer to use Current General Fund Revenues or Borrowable Resources that are eligible for investment in the District Notes to fund a deficiency in the Principal Subaccount of the ETRANS 2020-21 Repayment Account is subordinate to the use of such funds for payment of any general fund tax and revenue anticipation notes of the State issued during Fiscal Year 2020-21, including, without limitation, the State of Colorado General Fund Tax and Revenue Anticipation Notes, Series 2020 (the “State Series 2020 General Fund Notes”), issued by the State Treasurer on August 6, 2020, in the principal amount of \$600 million in order to fund anticipated cash flow shortfalls in the State’s General Fund in Fiscal Year 2020-21.

The ETRANS 2020-21 Repayment Account and the Pledged Revenues are irrevocably pledged to the payment when due of the principal of and interest on the Series 2020A Notes, the Series 2020B Notes and any Parity Lien Notes. The Owners of the Series 2020A Notes, the Series 2020B Notes and any Parity Lien Notes will be equally and ratably secured by a first lien on the ETRANS 2020-21 Repayment Account and the moneys credited thereto.

The Series 2020B Notes do not constitute a debt, an indebtedness or a multiple fiscal year financial obligation of the State or the Participating Districts within the meaning of any applicable provision of the Constitution of the State of Colorado (the “State Constitution”) or State statutes, and the Owners and Beneficial Owners of the Series 2020B Notes may not look to any source other than the Pledged Revenues for payment of the Series 2020B Notes.

See generally “THE SERIES 2020B NOTES – Security and Sources of Payment – Parity Lien Notes,” “DISTRICT RESOLUTIONS AND DISTRICT NOTES,” “SOURCE OF PAYMENT OF PROGRAM LOANS,” “SELECTED STATE FUNDS ELIGIBLE FOR INVESTMENT IN DISTRICT NOTES IN THE EVENT OF A DEFAULT IN THE REPAYMENT OF PROGRAM LOANS,” “APPENDIX A – THE STATE GENERAL FUND” and “APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST.”

State Economic and Demographic Information

This Official Statement contains economic and demographic information about the State prepared by Development Research Partners, Inc., for use by the State. See “APPENDIX D – CERTAIN STATE ECONOMIC AND DEMOGRAPHIC INFORMATION.” Development Research Partners, Inc., has consented to the inclusion of such information in this Official Statement. The State does not assume responsibility for the accuracy, completeness or fairness of such information. The information in such Appendix has been included in the Official Statement in reliance upon Development Research Partners, Inc., as experts in the preparation of economic and demographic analyses. Potential investors should read such Appendix in its entirety for information with respect to the economic and demographic status of the State.

Investment Considerations

An investment in the Series 2020B Notes involves risk. Prospective investors should read this Official Statement in its entirety in order to obtain information essential to the making of an informed investment decision, giving particular attention to the matters discussed in “IMPACT OF COVID-19 ON THE STATE AND SCHOOL DISTRICTS” and “INVESTMENT CONSIDERATIONS,” including specifically, but without limitation, the sections thereof captioned “Impact of COVID-19 on the Series 2020B Notes” and “Budgets and Revenue Forecasts.”

Legal and Tax Matters

Kutak Rock LLP, Denver, Colorado, is serving as bond counsel (“Bond Counsel”) in connection with the issuance of the Series 2020B Notes and will deliver its opinion substantially in the form included in this Official Statement. In the opinion of Kutak Rock LLP, Bond Counsel, under existing laws,

regulations, rulings and judicial decisions and assuming the accuracy of certain representations and continuing compliance with certain covenants, interest on the Series 2020B Notes 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; and interest on the Series 2020B Notes is not included in Colorado taxable income or Colorado alternative minimum taxable income under Colorado income tax laws as described herein.

Certain legal matters will be passed upon for the State by the Attorney General of the State and by Kline Alvarado Veio, P.C., Denver, Colorado, as special counsel to the State. See “LEGAL MATTERS.”

Continuing Disclosure

In accordance with the exemption set forth in paragraph (d)(3) of Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (“Rule 15c2-12”), no undertaking to report annual financial information or operating data as set forth in the final Official Statement, or audited financial statements, will be provided by the State in connection with the Series 2020B Notes because the Series 2020B Notes have a stated maturity of less than 18 months. However, the State Treasurer does undertake in the State Resolution to provide notice of certain enumerated events if they occur, as described in “THE SERIES 2020B NOTES – Security and Sources of Payment – *The ETRANS 2020-21 Repayment Account* – Covenants of the State” and “CONTINUING DISCLOSURE.”

For a discussion of the recent compliance by the State and certain State departments and agencies that utilize the State’s credit with the various continuing disclosure undertakings of such entities, see “CONTINUING DISCLOSURE – Compliance With Other Continuing Disclosure Undertakings – MCDC Settlement Order with the Securities and Exchange Commission.”

Additional Information

Brief descriptions of the Series 2020B Notes, the State Resolution, the Loan Program Statutes, the District Resolutions, the District Notes, the Participating Districts, the State and certain other statutes, reports, documents and instruments are included in this Official Statement. Such descriptions do not purport to be comprehensive or definitive and are qualified in their entirety by reference to each such document, statute, report or other instrument. During the offering period, copies of the State Resolution and certain other documents referred to herein may be obtained from RBC Capital Markets, LLC (the “Financial Advisor”), 1801 California Street, Suite 3850, Denver, Colorado 80202, Attention: Dan O’Connell, telephone number (303) 595-1222.

Forward Looking Statements

See the cautionary statement in “PRELIMINARY NOTICES” on the inside front cover of this Official Statement regarding forward-looking statements.

Miscellaneous

The cover page, inside cover, prefatory information and appendices to this Official Statement are integral parts hereof and must be read together with all other parts of this Official Statement.

Information contained in this Official Statement has been obtained from officers, employees and records of the State, the Participating Districts and from other sources believed to be reliable, but this Official Statement is not to be construed as the promise or guarantee of the State, the State Treasurer or the Financial Advisor. The information herein is subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create the implication that there has been no change in the matters described in this Official Statement since the date hereof. So far as any statements made in this Official Statement involve matters of opinion, forecasts,

projections or estimates, whether or not expressly stated, they are set forth as such and not as representations of fact.

This Official Statement shall not be construed as a contract or agreement between the State and the Owners or Beneficial Owners of the Series 2020B Notes.

IMPACT OF COVID-19 ON THE STATE AND SCHOOL DISTRICTS

Background

The novel coronavirus disease 2019, previously defined herein as COVID-19, is currently altering the behavior of businesses and people in a manner that is having significant negative effects on global, national, state and local economies, including the economy of the State. Throughout the nation, including Colorado, state and local governments and public health entities have issued orders, made recommendations and implemented various measures intended to mitigate the effects of the pandemic, prevent further spread and protect against overwhelming health care resources, while also attempting to minimize the economic impact of the pandemic and the public health response thereto on individuals, businesses and governmental entities. So called “safer at home” or “shelter-in-place” public health orders implemented throughout the nation, including Colorado, have either required or resulted in the closure or limited operation of many businesses and limited physical contact. See “Current Statewide Public Health Orders” hereafter in this section. In addition, for the 2020-21 school year, individual school districts in the State are required to comply with Executive Orders of the Governor, as well as orders or guidance from the CDPHE and local public health agencies, in returning students to classrooms or providing alternatives such as online, virtual or remote learning. The CDPHE, along with the Colorado Department of Education, has provided guidance to school districts that aligns with the current public health orders discussed below. The impact of these changing restrictions on the spread of COVID-19 and on the operations and finances of the State and individual school districts is not yet known, and it is not possible to predict whether there may be further or more severe outbreaks of the disease and possibly lead to the resumption of more restrictive public health measures. COVID-19 has also resulted in a significant increase in unemployment claims since mid-March, both nationally and in the State. The State’s unemployment rate increased from 2.5% in February 2020 to a peak of 12.2% in April 2020 primarily due to the impact of COVID-19, but has since declined to 6.4% in November 2020 as various employers in the State have re-opened. In addition, deadlines for filing federal and State income tax returns for 2019 were extended from April 15, 2020, to July 15, 2020, county treasurers were authorized to suspend or waive delinquent interest on delinquent property tax payments for 2020, and various filing and reporting deadlines in connection with the ad valorem property taxes were extended for 2020. See “SOURCE OF PAYMENT OF PROGRAM LOANS – Ad Valorem Property Taxation Procedure.” The CDPHE provides information relating to COVID-19 and related developments in the State on its website, [covid19.colorado.gov](https://www.covid19.colorado.gov). Reference to such website is presented herein for informational purposes only and the information or links contained therein are not incorporated into, nor are part of, this Official Statement.

Current Statewide Public Health Orders

The State is currently subject to Executive Order D 2020 235, issued by the Governor on October 30, 2020, as amended and extended by Executive Order D 2020 265 issued by the Governor on November 28, 2020 (the “COVID-19 Dial Framework Order”), which combines, supersedes and replaces previous directives regarding shelter-in-place public health orders (the Stay at Home Order, the Safer at Home Order, the Safer at Home Order and in the Vast, Great Outdoors Order and the Protect Our Neighbors Order) and provides directives for implementation of a framework (the “COVID-19 Dial Framework”), including a directive to the CDPHE to issue a public health order that reflects the complete Dial framework, that are intended to harmonize these prior shelter-in-place directives into a simplified

framework referred to as the “Dial.” Pursuant to the current COVID-19 Dial Framework Order, each county is assigned one of the six levels represented on the Dial (Level Green – Protect Our Neighbors; Level Blue – Cautious; Level Yellow – Concern; Level Orange – High Risk; Level Red – Severe Risk; and Level Purple – Extreme Risk) ranging from least restrictive to most restrictive and defined by objective scientific metrics such as the number of new cases, percent positivity of COVID-19 tests and hospitalizations. Based on these metrics, the Dial assigns certain limitations and restrictions to contain the virus, including capacity limitations. A county may move between Dial levels based on the metrics and in consultation with State and local public health officials to ensure unique local conditions are appropriately considered, and may be removed from the restriction of the Dial framework entirely in the event of a major reduction in transmission or risk, in which case it would no longer be subject to the COVID-19 Dial Framework Order and corresponding public health orders. Any county having a status level of Blue or Yellow may apply for a local site-specific variance of the COVID-19 Dial Framework Order. The COVID-19 Dial Framework Order and related CDPHE public health orders do not restrict a county or municipality from adopting more protective standards than those contained in such public health orders as necessary. However, the COVID-19 Dial Framework Order authorizes the CDPHE to restrict funding to any county which implements measures that are less restrictive than the standards approved by the CDPHE for each level if the county did not first obtain approval from the CDPHE to adopt such less restrictive standards. The Dial Framework Order will expire on January 26, 2021, unless extended further by the Governor.

Impact on the State

COVID-19 had a negative impact on State revenues in Fiscal Year 2019-20, and is forecast to continue to do so in Fiscal Year 2020-21 and beyond, which in turn affects the ability of the State to fund public education. See “SOURCE OF PAYMENT OF PROGRAM LOANS.” The State is also incurring significant expenses in health care costs related to COVID-19. The State relies on revenue estimation as the basis for budgeting and establishing aggregate funds available for expenditure in connection with its appropriation process. By statute, the Governor’s Office of State Planning and Budgeting (“OSPB”) is responsible for developing the General Fund revenue estimate. The most recent OSPB revenue forecast, entitled “Colorado Economic and Fiscal Outlook,” was issued on December 18, 2020 (the “OSPB December 2020 Revenue Forecast”), and is included as an appendix to this Official Statement. The OSPB December 2020 Revenue Forecast includes both a national and Colorado economic outlook, an outlook of revenue to the General Fund and the State’s cash funds, an outlook of the State budget and an outlook of the revenues subject to Article X, Section 20 of the State Constitution, entitled the Taxpayer’s Bill of Rights and commonly known and referred to hereinafter in this Official Statement as “TABOR,” as discussed in “STATE FINANCIAL INFORMATION – Taxpayer’s Bill of Rights.” The OSPB December 2020 Revenue Forecast indicates that, due in large part to the impact of COVID-19, gross General Fund revenue in Fiscal Year 2019-20 was significantly less than was forecast by the OSPB immediately prior to the onset of the pandemic, and forecasts that gross General Fund revenue will decline by 3.0% in Fiscal Year 2020-21 over Fiscal Year 2019-20, although followed by increases of 7.9% and 3.5% in Fiscal Years 2021-22 and 2022-23, respectfully. The OSPB December 2020 Revenue Forecast is subject to a number of forecast risks and other caveats stated therein, and therefore prospective investors are advised to read such report in its entirety. See “APPENDIX A – THE STATE GENERAL FUND – General Fund Revenue Sources – General Fund Overview,” “APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST” and the cautionary statement in “PRELIMINARY NOTICES” on the inside front cover of this Official Statement regarding forward-looking statements.

Numerous actions have been taken by the State to address the fiscal impact of COVID-19 on State finances, including, without limitation, the following. On March 11, 2020, the Governor issued Executive Order D 2020 003 (which has been amended and extended by subsequent Executive Orders) declaring a disaster emergency pursuant to the Colorado Disaster Emergency Act (Section 24-33.5-701, *et seq.*, C.R.S.), thereby triggering certain provisions under State law, including the use of the emergency

reserve mandated by TABOR. These Executive Orders also directed the use of various State funds for disaster emergency response purposes. On March 25, 2020, the Governor also requested the President of the United States to declare a major disaster for the State pursuant to the federal Stafford Disaster Relief and Emergency Assistance Act (HR 2707), which request was approved on March 28, 2020. The OSPB subsequently provided guidance to departments and agencies of the State regarding fiscal conservation to reduce the use of State resources for non-emergency purposes, and on April 30, 2020, in accordance with Section 24-75-201.5, C.R.S., the Governor issued Executive Order D 2020 050 (which was subsequently rescinded as discussed below) in anticipation that the interim revenue forecast that was to be released by the OSPB on May 12, 2020 (the “OSPB May 2020 Revenue Forecast”), would show rapidly declining revenues and that appropriated spending would result in the use of one-half or more of the Fiscal Year 2019-20 required Unappropriated Reserve (as defined in “INVESTMENT CONSIDERATIONS – Budgets and Revenue Forecasts”). Such Executive Order (i) declared that there are not sufficient revenues available for expenditure during Fiscal Year 2019-20 to carry on the functions of the State government and to support its agencies and institutions such that the suspension of portions of programs and services set forth out in the Executive Order are necessary, (ii) directed the Director of the OSPB to submit in writing to the Joint Budget Committee (the “Joint Budget Committee”) of the State legislature, known as the “General Assembly,” and to the members of the General Assembly the contents of such Executive Order for reducing such General Fund expenditures by \$228.7 million in an attempt to maintain the required Fiscal Year 2019-20 Unappropriated Reserve, and (iii) directed the suspension or discontinuance of portions of programs and services as specified therein through the end of Fiscal Year 2019-20. See also “STATE FINANCIAL INFORMATION – Budget Process and Other Considerations – Revenues and Unappropriated Amounts,” “APPENDIX A – THE STATE GENERAL FUND – General Fund Revenue Sources – General Fund Overview – Revenue Shortfalls” and “APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST.” Executive Order D 2020 050 was rescinded by the Governor following enactment of House Bill (“HB”) 20-1360 (the annual Long Appropriation Bill (the “Long Bill”) discussed in “STATE FINANCIAL INFORMATION – Budget Process and Other Considerations”), which included an addendum to the Fiscal Year 2019-20 budget that replicated the cuts made by such Executive Order and therefore made it unnecessary.

Due to concerns regarding the spread of COVID-19, the General Assembly suspended the 2020 regular legislative session from March 16, 2020, through May 25, 2020, although the Joint Budget Committee continued to work with the Governor’s office during this period to reduce spending and balance the budget for Fiscal Year 2019-20. After reconvening on May 26, 2020, the General Assembly, based upon recommendations of the Joint Budget Committee and OSPB, adopted legislation to balance the budget for Fiscal Year 2019-20 and provide a balanced budget for Fiscal Year 2020-21, including a reduction in the Unappropriated Reserve requirement for Fiscal Years 2019-20 through 2021-22 and a suspension for Fiscal Year 2020-21 of the State’s annual distribution to the Public Employee’s Retirement Association (“PERA”) to fund unfunded actuarial accrued liabilities in the benefit plans administered by PERA for State employees. However, such legislation was based upon the OSPB May 2020 Revenue Forecast, and additional budget cuts and/or actions to increase the amount of money in the General Fund may be necessary to ensure a balanced budget Fiscal Year 2020-21 based upon the OSPB December 2020 Revenue Forecast and subsequent revenue forecasts. See also “INVESTMENT CONSIDERATIONS – Budgets and Revenue Forecasts,” “STATE FINANCIAL INFORMATION – Budget Process and Other Considerations,” “DEBT AND CERTAIN OTHER FINANCIAL OBLIGATIONS – Pension and Other Post-Employment Benefits,” “APPENDIX A – THE STATE GENERAL FUND,” “APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST” and “APPENDIX E – STATE PENSION SYSTEM.”

The Governor called a special session of the General Assembly that convened November 30, 2020, to consider (a) direct support and emergency tax relief to small businesses impacted by the COVID-19 pandemic, (b) housing and rental assistance to individuals and residential property owners impacted by the COVID-19 pandemic through existing funding mechanisms, (c) support for existing and

new child care providers impacted by the COVID-19 pandemic through existing funding mechanisms, (d) expanding broadband and Wi-Fi access for educational purposes, especially for P-12 students and educators impacted by the COVID-19 pandemic, (e) support for the existing food pantry assistance grant program within the Department of Human Services to aid Colorado food pantries and food banks in the purchase and allocation of food to serve those who have experienced financial hardship caused by the COVID-19 pandemic, (f) assistance for individuals unable to pay their utility bills due to financial hardship caused by the COVID-19 pandemic, and (g) appropriating funding to the Disaster Emergency Fund for public health expenses associated with the COVID-19 pandemic.

The Governor's office has formulated an emergency funding plan to cover the costs of its COVID-19 response, which entails progressively identifying funding by source. First, agencies and the Governor's office have been identifying all available federal funds to cover the COVID-19 response, including, without limitation, funds provided by the Family First Coronavirus Response Act (HR 6201), the CARES Act (HR 748), the Paycheck Protection Program and Health Care Enhancement Act (HR 266) and the Consolidated Appropriations Act, 2021 (HR 133). In a series of Executive Orders, the Governor has allocated federal funds received by the State under the CARES Act for various purposes. For costs not able to be covered by federal funds, agencies and the Governor's office plan to use the State emergency funds. Finally, agencies have been working with the OSPB and the Joint Budget Committee to identify needs as part of the regular budget and planning process. Depending on the magnitude and timing of any additional federal funding for disaster response and the need for emergency funding, the State will continue to use available emergency resources as necessary. It is not possible to predict with any certainty at this point the timing and amounts of such receipts or withdrawals. The State Treasurer is closely monitoring the General Fund cash flows and will evaluate potential cash management options, as necessary. There can be no assurances that the fiscal stress and cash pressures currently facing the State will not continue or become more difficult.

The next OSPB revenue forecast is scheduled to be released in March 2021. General Fund revenue projections in future OSPB revenue forecasts may be materially different from the OSPB December 2020 Revenue Forecast, particularly due to the ever evolving impact of COVID-19, which has made forecasting more difficult. The State cannot predict (i) the duration or extent of the COVID-19 pandemic, (ii) the duration or expansion of related business closings, public health orders, regulations and legislation or (iii) the ongoing impact of the foregoing on global, national, state and local economies, including the economy of the State, as well as on the operations and finances of the Participating Districts. As a result, the State cannot determine with any confidence the full extent of the impact of COVID-19 on the State, the General Fund and other sources of funds available to pay the Series 2020B Notes in the event of a default of the payment of Program Loans by the Participating Districts. However, there is expected to be a material adverse effect on the State's finances, which in turn could adversely affect the State's ability to pay the Series 2020B Notes in the event of a default of the payment of Program Loans by the Participating Districts. See also "INVESTMENT CONSIDERATIONS – Impact of COVID-19 on State Finances – Budgets and Revenue Forecasts" and the cautionary statement in "PRELIMINARY NOTICES" on the inside front cover of this Official Statement regarding forward-looking statements.

THE LOAN PROGRAM; APPLICATION OF PROCEEDS OF THE SERIES 2020B NOTES

The Loan Program

Timing differences between revenue collections and disbursements cause many Colorado school districts to incur annual cash flow deficits. The salaries of some school district employees are paid over a 12-month period, and some school district expenses occur on a relatively consistent monthly basis, although most salaries and expenses of school districts are incurred during the traditional school year of September

through May. The primary sources of revenue to school districts to meet these expenditures include (i) funding from the State pursuant to the Public School Finance Act of 1994, as amended (the “Public School Finance Act”), which is received in approximately equal monthly amounts throughout the July 1-June 30 fiscal year of the school districts and the State (the “Fiscal Year”), and (ii) property taxes levied by the school districts, most of which are received in March through June when property taxes are paid by taxpayers. See “SOURCE OF PAYMENT OF PROGRAM LOANS.” As a result, school districts often experience cash flow shortages during the fall and winter months before such tax revenues are received. School districts may address this cash flow shortage in a variety of ways, including: (i) borrowing funds from the State; (ii) transferring funds to the school district’s general fund from other school district funds on a short-term basis; (iii) borrowing funds on a short-term basis through the issuance by the school district of tax anticipation notes; or (iv) borrowing funds on a short-term basis from a bank or other lender. See also “IMPACT OF COVID-19 ON THE STATE AND SCHOOL DISTRICTS.”

Under the Loan Program Statutes, upon approval by the State Treasurer of an application submitted by a school district, the State Treasurer is to make available to such school district in any month of the budget year in which a cash flow deficit occurs an interest-free or low-interest loan from the State’s General Fund or from the proceeds of tax and revenue anticipation notes. There are certain limits on the receipt of such loans. For instance, a Program Loan may not be made to provide assistance for matters eligible for payment from the school district’s contingency reserve or to cover a foreseeable level of uncollectible property taxes, nor may a Program Loan be used by a school district for the simultaneous purchase and sale of the same security or an equivalent security in order to profit from price disparity. All loans to a school district are to be made from the proceeds of tax and revenue anticipation notes issued by the State Treasurer as discussed below; provided, however, that if the amount of the tax and revenue anticipation notes, if any, issued on behalf of a school district as determined by the State Treasurer is not sufficient to cover the school district’s cash deficit, the State Treasurer may, in his or her discretion, make available to such school district an emergency low-interest loan from the State’s General Fund. Such loan is to have the same rate of interest as that paid by the State Treasurer on the general fund tax and revenue anticipation notes issued by the State Treasurer pursuant to Part 9 of Article 75 of Title 24, C.R.S. See “INVESTMENT CONSIDERATIONS – Liquidity Sources in the Event of a Default in the Repayment of Program Loans; Subordination of Certain State Funds.”

The Loan Program Statutes authorize the State Treasurer to issue tax and revenue anticipation notes for the purpose of alleviating temporary cash flow deficits by making interest-free loans available to eligible school districts. The Series 2020B Notes are being issued pursuant to this authorization. See also “THE SERIES 2020B NOTES – Authorization.”

Application of Series 2020B Notes Proceeds

The proceeds of the Series 2020B Notes, net of amounts used to pay costs and expenses relating to the issuance and sale of the Series 2020B Notes, will be deposited in the Series 2020B Notes Proceeds Account and disbursed from time to time by the State Treasurer upon request of the Participating Districts in order to alleviate temporary general fund cash flow deficits expected to be experienced by such Participating Districts during Fiscal Year 2020-21, subject to the conditions stated in the State Resolution and the District Resolutions. See “Program Loans” and “The Participating Districts” below, “DISTRICT RESOLUTIONS AND DISTRICT NOTES” and “SOURCE OF PAYMENT OF PROGRAM LOANS.”

The Series 2020B Notes Proceeds Account

The State Resolution directs the State Controller to establish within the State’s General Fund the Series 2020B Notes Proceeds Account, which is to be segregated from all other accounts in the General Fund. Moneys deposited in the Series 2020B Notes Proceeds Account are to be applied in accordance with the Loan Program Statutes, including the payment of the costs and expenses related to the issuance

and sale of the Series 2020B Notes. The original purchasers of the Series 2020B Notes will not be responsible for the application or disposition by the State or its officers of any of the funds derived from the sale of the Series 2020B Notes.

Moneys held in the Series 2020B Notes Proceeds Account may be commingled for investment purposes with other moneys in the General Fund but are not available for the payment of other General Fund expenditures or interfund transfers. Investment earnings on moneys credited to the Series 2020B Notes Proceeds Account up to the amount deposited by the State Treasurer to the Interest Subaccount on the Closing Date are to be credited to the State General Fund and will not be credited to the Series 2020B Notes Proceeds Account; and investment earnings on moneys credited to the Series 2020B Notes Proceeds Account in excess of the amount deposited by the State Treasurer to the Interest Subaccount on the Closing Date are to be retained therein until June 25, 2021, on which date any remaining moneys credited to such Account are to be transferred to the Interest Subaccount of the ETRANS 2020-21 Repayment Account, after which the Series 2020B Notes Proceeds Account is to be closed. See “APPENDIX A – THE STATE GENERAL FUND – Investment of the State Pool.”

Program Loans

In order to participate in the Loan Program, each Participating District’s governing board (the “Board of Education”) must adopt a resolution approving the amount of the Program Loan (the “Maximum Principal Amount”) and submit any actual or projected financial or budgetary statements required by the State Treasurer, as well as certain other financial information required by the State Treasurer. Based on such information, the State Treasurer has approved the Maximum Principal Amount of the Program Loan for each such Participating District. An aggregate amount of not more than the Maximum Principal Amount may be drawn upon in the manner provided in the District Resolution and expended by the Participating District from time to time to fund its general fund cash flow deficit occurring during Fiscal Year 2020-21. See also “DISTRICT RESOLUTIONS AND DISTRICT NOTES,” “SOURCE OF PAYMENT OF PROGRAM LOANS,” “INTRODUCTION – General Statement Regarding the Impact of COVID-19 (Coronavirus) on the State and School Districts” and “INVESTMENT CONSIDERATIONS – Impact of COVID-19 on the Series 2020B Notes.”

The Participating Districts

As of the date hereof, the Participating Districts that have requested the State Treasurer to issue the Series 2020B Notes on their behalf are set forth in “SOURCE OF PAYMENT OF PROGRAM LOANS – Summary Financial Information Regarding the Participating Districts.” The school districts that are expected to borrow the largest percentages of available proceeds of the Series 2020A Notes and the Series 2020B Notes are set forth in “SOURCE OF PAYMENT OF PROGRAM LOANS – Summary Financial Information Regarding the Participating Districts.”

THE SERIES 2020B NOTES

The following is a summary of certain provisions of the Series 2020B Notes during such time as the Series 2020B Notes are subject to the DTC book-entry system. Reference is hereby made to the State Resolution in its entirety for the detailed provisions pertaining to the Series 2020B Notes, including provisions applicable upon discontinuance of participation in the DTC book-entry system.

Authorization

The Series 2020B Notes are being issued pursuant to the Loan Program Statutes, the Supplemental Public Securities Act and the State Resolution. The Loan Program Statutes authorize the

State Treasurer to issue tax and revenue anticipation notes from time to time to accomplish the purposes of the Loan Program Statutes. See “THE LOAN PROGRAM; APPLICATION OF PROCEEDS OF THE SERIES 2020B NOTES.” The State Treasurer may, but does not foresee the need to, issue additional Parity Lien Notes in Fiscal Year 2020-21. See “Parity Lien Notes” in this section.

General Provisions

The Series 2020B Notes will be issued in fully registered form (*i.e.*, registered as to payment of both principal and interest) and registered initially in the name of Cede & Co., as nominee of DTC, which will serve as securities depository for the Series 2020B Notes. Beneficial Ownership Interests in the Series 2020B Notes, in non-certificated book-entry only form, may be purchased in integral multiples of \$5,000 by or through DTC Participants. Such Beneficial Ownership Interests will be recorded in the name of the Beneficial Owners on the books of the DTC Participants from whom they are acquired, and will be governed as to payment of principal and interest and the receipt of notices and other communications, transfers and various other matters with respect to the Series 2020B Notes by the rules and operating procedures applicable to the DTC book-entry system as described in “APPENDIX F – DTC BOOK-ENTRY SYSTEM.”

The Series 2020B Notes will be dated as of the Closing Date, mature on the Series 2020B Notes Maturity Date and bear interest at the rate per annum (computed on the basis of a 360-day year consisting of twelve 30-day months) set forth on the cover page of this Official Statement. Interest on the Series 2020B Notes will accrue from the Closing Date and will be payable on the Series 2020B Notes Maturity Date. The principal of and interest on the Series 2020B Notes will be payable by UMB Bank, n.a., Kansas City, Missouri, as paying agent for the Series 2020B Notes (the “Paying Agent”), to Cede & Co., as the Owner of the Series 2020B Notes, for subsequent credit to the accounts of the Beneficial Owners. See “APPENDIX F – DTC BOOK-ENTRY SYSTEM.” Interest on the Series 2020B Notes will cease to accrue on the Series 2020B Notes Maturity Date.

UMB Bank, n.a., Kansas City, Missouri, will also serve as the Registrar for the Series 2020B Notes, subject to the provisions of the DTC book-entry system.

None of the State, the State Treasurer, the Deputy Treasurer, the Chief Financial Officer of the Department of the Treasury, the State Controller, the Paying Agent, the Registrar or the Financial Advisor has any responsibility or obligation to any Beneficial Owner with respect to (i) the accuracy of any records maintained by DTC or any DTC Participant, (ii) the distribution by DTC or any DTC Participant of any notice that is permitted or required to be given to the Owners of the Series 2020B Notes under the State Resolution, (iii) the payment by DTC or any DTC Participant of any amounts received under the State Resolution with respect to the Series 2020B Notes, (iv) any consent given or other action taken by DTC or its nominee as the Owner of Series 2020B Notes or (v) any other related matter.

No Redemption Prior to Maturity

The Series 2020B Notes are not subject to redemption prior to the Series 2020B Notes Maturity Date.

Security and Sources of Payment

The Series 2020B Notes are special, limited obligations of the State payable solely from the Pledged Revenues, on parity with the Series 2020A Notes and any additional Parity Lien Notes. The Series 2020B Notes do not constitute a debt, an indebtedness or a multiple fiscal year financial obligation of the State or the Participating Districts within the meaning of any applicable provision of the State

Constitution or State statutes, and the Owners and Beneficial Owners of the Series 2020B Notes may not look to any source other than the Pledged Revenues for payment of the Series 2020B Notes.

The Pledged Revenues. The Pledged Revenues consist of: (i) amounts received by the State Treasurer from the Participating Districts on or before June 25, 2021, in repayment of their Program Loans; (ii) amounts deposited to the ETRANS 2020-21 Repayment Account as provided below; and (iii) any unexpended proceeds of the Series 2020A Notes, the Series 2020B Notes and any additional Parity Lien Notes that have not been loaned to Participating Districts, together with the interest earnings thereon in excess of the amount deposited by the State Treasurer in the Series 2020B Notes Proceeds Account on the Closing Date. See “THE LOAN PROGRAM; APPLICATION OF PROCEEDS OF THE SERIES 2020B NOTES – The Series 2020B Notes Proceeds Account.”

The ETRANS 2020-21 Repayment Account. The State Resolution directs the State Controller to establish within the General Fund the ETRANS 2020-21 Repayment Account, including therein the Interest Subaccount and the Principal Subaccount, all of which are to be segregated from all other accounts in the General Fund. The ETRANS 2020-21 Repayment Account and the Pledged Revenues are irrevocably pledged to the payment when due of the principal of and interest on the Series 2020A Notes, the Series 2020B Notes and any additional Parity Lien Notes. The Owners of the Series 2020A Notes, the Series 2020B Notes and any additional Parity Lien Notes will be equally and ratably secured by a first lien on the ETRANS 2020-21 Repayment Account and the moneys credited thereto.

On the Closing Date, the State Treasurer is required to deposit to the Interest Subaccount of the ETRANS 2020-21 Repayment Account, from Current General Fund Revenues then available, an amount equal to the interest to accrue on the Series 2020B Notes from the Closing Date to the Series 2020B Notes Maturity Date.

The State Resolution also requires the State Treasurer to credit to the Principal Subaccount of the ETRANS 2020-21 Repayment Account all amounts received from the Participating Districts on or before June 25, 2021, in repayment of their Program Loans. However, if on June 25, 2021, the amount credited to the Principal Subaccount is less than the principal amount of the Series 2020A Notes, the Series 2020B Notes and any additional Parity Lien Notes, the State Treasurer is to deposit to the Principal Subaccount the amount of the deficiency from any funds on hand or in the custody or possession of the State Treasurer and eligible for investment in the District Notes. The State Resolution further provides that the State Treasurer is to first utilize all other funds that are eligible for investment in the District Notes prior to the application of Current General Fund Revenues or Borrowable Resources that are eligible for investment in the District Notes.

The ability of the State Treasurer to use Current General Fund Revenues or Borrowable Resources that are eligible for investment in the District Notes to fund a deficiency in the Principal Subaccount of the ETRANS 2020-21 Repayment Account is subordinate to the use of such funds for payment of any general fund tax and revenue anticipation notes of the State issued during Fiscal Year 2020-21, including, without limitation, the State Series 2020 General Fund Notes. In addition, the covenant of the State Treasurer to first use all other funds that are eligible for investment in the District Notes in order to fund a deficiency in the Principal Subaccount of the ETRANS 2020-21 Repayment Account does not constitute a pledge of or lien on such other funds for that purpose, and there is no limit on the availability or use of such other funds for any other purpose permitted or required by law. If it becomes necessary to make a deposit to the Principal Subaccount of the ETRANS 2020-21 Repayment Account in order to fund a deficiency therein, the State Resolution requires the State Treasurer to take such actions as may be necessary to identify and designate the District Notes as an investment of the State funds used to make such deposit, and the Owners of the Series 2020B Notes will have no right or claim to any amounts received by the State under the District Notes after June 25, 2021. The making of such investment by the State Treasurer, and the determination of the State fund or funds, if any, to be used

therefor, is in all cases subject to the application of the investment policies for the various State funds and the exercise of the discretion and fiduciary obligation of the State Treasurer in the investment of State funds. See “INVESTMENT CONSIDERATIONS – Liquidity Sources in the Event of a Default in the Repayment of Program Loans; Subordination of Certain State Funds,” “STATE FINANCIAL INFORMATION – Investment and Deposit of State Funds,” “SELECTED STATE FUNDS ELIGIBLE FOR INVESTMENT IN DISTRICT NOTES IN THE EVENT OF A DEFAULT IN THE REPAYMENT OF PROGRAM LOANS” and “APPENDIX A – THE STATE GENERAL FUND.”

Moneys held in the ETRANS 2020-21 Repayment Account may be commingled for investment purposes with other moneys in the General Fund but are not available for the payment of other General Fund expenditures or interfund transfers. Interest income from the investment or reinvestment of moneys credited to the Interest Subaccount and the Principal Subaccount up to and including June 29, 2021, is to be credited to the General Fund and not credited to the Interest Subaccount or the Principal Subaccount. See “APPENDIX A – THE STATE GENERAL FUND – Investment of the State Pool.”

Limitations on the Obligations of the State. The State Resolution provides that no provision thereof or of the Series 2020B Notes is to be construed or interpreted: (i) to directly or indirectly obligate the State to make any payment in any Fiscal Year in excess of amounts appropriated for such Fiscal Year; (ii) as creating a debt or an indebtedness of the State within the meaning of any applicable provision of the State Constitution or State statutes; (iii) as creating a multiple fiscal year direct or indirect debt or other financial obligation whatsoever of the State within the meaning of TABOR for which adequate cash reserves have not been pledged irrevocably and held for payment in all future fiscal years; (iv) as a delegation of governmental powers by the State; (v) as a loan or pledge of the credit or faith of the State or as creating any responsibility by the State for any debt or liability of any person, company or corporation within the meaning of Article XI, Section 1 of the State Constitution; or (vi) as a donation or grant by the State to, or in aid of, any person, company or corporation within the meaning of Article XI, Section 2 of the State Constitution. See “STATE FINANCIAL INFORMATION – Taxpayer’s Bill of Rights.”

Parity Lien Notes

The State Resolution authorizes the State Treasurer from time to time during Fiscal Year 2020-21 to issue additional tax and revenue anticipation notes pursuant to the Loan Program Statutes that are payable from and secured by a pledge of all or any portion of the Pledged Revenues on a parity with (but not superior to) the pledge in favor of the Owners of the Series 2020B Notes. Such Parity Lien Notes may have such details as the State Treasurer may determine; provided, however, that the Parity Lien Notes are required to be (i) non-redeemable prior to their Maturity Date, (ii) due and payable as to both principal and interest on the Maturity Date and (iii) payable from the ETRANS 2020-21 Repayment Account.

The State Treasurer currently does not foresee the need to issue additional Parity Lien Notes payable from and secured by a pledge of all or a portion of the Pledged Revenues on parity with the pledge in favor of the Series 2020A Notes and the Series 2020B Notes; however, the State Treasurer reserves the right to issue additional Parity Lien Notes if additional funds are requested by eligible school districts. The State Resolution does not limit the principal amount of Parity Lien Notes.

Covenants of the State

The State Treasurer covenants in the State Resolution for the benefit of the original purchasers (the “Purchasers”) and the Owners of the Series 2020B Notes to: (i) keep proper books of record and accounts showing complete and correct entries of all transactions relating to the Funds and Accounts referred to therein and in such manner that the amount of Program Loans made to each Participating District and the amount of repayment of such Program Loans by each Participating District may at all times be readily and accurately determined; and (ii) take any and all actions that may be reasonably

required to ensure timely collection of the amounts due by Participating Districts under their respective District Notes.

Defaults and Remedies

Each of the following constitutes an “Event of Default” under the State Resolution:

- payment of the principal of or interest on any of the Series 2020B Notes is not made on the Series 2020B Notes Maturity Date; or
- the State fails to perform or observe any of the covenants, agreements or conditions contained in the State Resolution or in the Series 2020B Notes and such failure continues for 15 days after receipt of written notice thereof by the State Treasurer from any Owner of any of the Series 2020B Notes.

Upon the occurrence of any Event of Default, any Owner of the Series 2020B Notes may: (i) bring any suit, action or proceeding, at law or in equity, to collect sums due and owing on the Series 2020B Notes or to enforce and protect such Owner’s rights under the State Resolution and the Series 2020B Notes; (ii) compel, to the extent permitted by law, by mandamus or otherwise, the performance by the State of any covenant in the State Resolution or the Series 2020B Notes; or (iii) examine the books and records of the State and require the State Treasurer to account for all moneys and investments constituting Pledged Revenues as if the State Treasurer were the trustee of an express trust. Neither principal of nor interest on the Series 2020B Notes may be accelerated as a consequence of any Event of Default.

If on the Maturity Date the moneys in the ETRANS 2020-21 Repayment Account are insufficient to pay the principal of and interest on the Series 2020A Notes, the Series 2020B Notes and any additional Parity Lien Notes, the State Treasurer is to direct the Paying Agent to ratably apply the moneys in the ETRANS 2020-21 Repayment Account to the payment of the principal and interest then due and unpaid upon the Series 2020A Notes, the Series 2020B Notes and any additional Parity Lien Notes, without preference or priority of principal over interest or of interest over principal, or of any Series 2020A Note, the Series 2020B Note or additional Parity Lien Note over any other Series 2020A Note, the Series 2020B Note or additional Parity Lien Note, according to the amounts due, respectively, for principal and interest, to the persons entitled thereto without any discrimination or preference.

Tax Covenant

The State Treasurer covenants in the State Resolution for the benefit of the Purchasers and the Owners of the Series 2020B Notes that, subject to further investment limitations established pursuant to the terms of the State Resolution, moneys in the Series 2020B Notes Proceeds Account and the ETRANS 2020-21 Repayment Account not immediately needed will be invested only in investments authorized by the Loan Program Statutes; Article 36 of Title 24, C.R.S.; or, to the extent applicable, Part 6 of Article 75 of Title 24, C.R.S.

The State Treasurer further covenants that the State Treasurer will not take any action or omit to take any action with respect to the Series 2020B Notes, the proceeds thereof or other funds of the State if such action or omission: (i) would cause the interest on the Series 2020B Notes to lose its exclusion from gross income for federal income tax purposes under the Internal Revenue Code of 1986, as amended, and the United States Treasury Regulations thereunder (the “Tax Code”); (ii) would cause interest on the Series 2020B Notes to lose its exclusion from alternative minimum taxable income as defined in Section 55(b)(2) of the Tax Code except to the extent such interest is required to be included in the adjusted current earnings adjustment applicable to corporations under Section 56 of the Tax Code in calculating corporate alternative minimum taxable income; or (iii) would cause interest on the Series 2020B Notes to

lose its exclusion from State taxable income or State alternative minimum taxable income under present State law. This covenant will remain in full force and effect notwithstanding the payment in full of the Series 2020B Notes until the date on which all obligations of the State Treasurer in fulfilling such covenant under the Tax Code and State law have been met. See also “TAX MATTERS.”

INVESTMENT CONSIDERATIONS

An investment in the Series 2020B Notes involves certain investment risks that are discussed throughout this Official Statement. Each prospective investor should make an independent evaluation of all information presented in this Official Statement in order to make an informed investment decision. Particular attention should be given to the factors described below that, among others, could affect the payment of the principal of and interest on the Series 2020B Notes.

Limited Obligations

The Series 2020B Notes are special, limited obligations of the State payable solely from and secured by a pledge of the Pledged Revenues. The State has not pledged its General Fund, taxing power or revenues, other than the Pledged Revenues, to the payment of the Series 2020B Notes. The Series 2020B Notes do not constitute a debt, indebtedness or multiple fiscal year financial obligation of the State or any political subdivision thereof within the meaning of any applicable provision of the State Constitution or State laws; do not constitute general obligations of the State, the Participating Districts or any other political subdivision of the State; and no governmental entity has pledged its faith and credit for the payment of the Series 2020B Notes. If an Event of Default under the State Resolution should occur, there may not be sufficient Pledged Revenues available to pay the principal of and/or the interest on the Series 2020B Notes. See “THE SERIES 2020B NOTES – Security and Sources of Payment – Defaults and Remedies.”

Repayment of Program Loans

The primary source of the Pledged Revenues pledged to pay the principal of the Series 2020B Notes is amounts received by the State Treasurer from the Participating Districts on or before June 25, 2021, as repayment of their Program Loans, which in turn are payable solely from the Taxes of the respective Participating Districts received during the period of March through June of 2021. Property taxes received by a Participating District either prior or subsequent to such period will not be available for repayment of its Program Loan. There is no assurance that a Participating District will collect sufficient Taxes from March through June of 2021 to repay its Program Loan in full. In such event, the State Treasurer is required by the State Resolution to fund the amount of the deficiency, and pay the principal amount of the Series 2020B Notes, from any funds on hand or in the custody or possession of the State Treasurer and eligible for investment in the District Notes, but is first to utilize all other funds that are eligible for investment in the District Notes prior to the application of Current General Fund Revenues or Borrowable Resources that are eligible for investment in the District Notes. The State Treasurer is entitled and intends to recover those moneys from such Participating District under the default provisions of the Loan Program Statutes and the District Resolution. See generally “DISTRICT RESOLUTIONS AND DISTRICT NOTES” and “SOURCE OF PAYMENT OF PROGRAM LOANS – Taxes – Ad Valorem Property Tax Procedure – Summary Financial Information Regarding the Participating Districts.”

The obligation of a Participating District to make payments in respect of its Program Loan does not constitute a joint obligation with any other Participating District and is strictly limited to the principal amount of the District Note and, under the circumstances described in “DISTRICT RESOLUTIONS AND DISTRICT NOTES – Participation in the Loan Program,” default interest thereon (the “Payment Obligation”) under its District Resolution.

Liquidity Sources in the Event of a Default in the Repayment of Program Loans; Subordination of Certain State Funds

As discussed in “Repayment of Program Loans” in this section and “THE SERIES 2020B NOTES – Security and Sources of Payment – *The ETRANS 2020-21 Repayment Account*” and “SELECTED STATE FUNDS ELIGIBLE FOR INVESTMENT IN DISTRICT NOTES IN THE EVENT OF A DEFAULT IN THE REPAYMENT OF PROGRAM LOANS,” in the event of a deficiency in the Principal Subaccount of the ETRANS 2020-21 Repayment Account resulting from a default in the repayment of Program Loans, the State Resolution requires the State Treasurer to deposit to the Principal Subaccount of the ETRANS 2020-21 Repayment Account the amount of the deficiency from any funds on hand or in the custody or possession of the State Treasurer and eligible for investment in the District Notes. The State Resolution further provides that the State Treasurer is to utilize all other funds that are eligible for investment for such purpose prior to the application of Current General Fund Revenues or Borrowable Resources that are eligible for investment in the District Notes.

The ability of the State Treasurer to use Current General Fund Revenues or Borrowable Resources that are eligible for investment in the District Notes to fund a deficiency in the Principal Subaccount of the ETRANS 2020-21 Repayment Account is subordinate to the use of such funds for payment of any general fund tax and revenue anticipation notes of the State issued during Fiscal Year 2020-21, including, without limitation, the State Series 2020 General Fund Notes planned to be issued by the State Treasurer at or about the same time as the Series 2020B Notes. In addition, the covenant of the State Treasurer to first use all other funds that are eligible for investment in the District Notes in order to fund a deficiency in the Principal Subaccount of the ETRANS 2020-21 Repayment Account does not constitute a pledge of or lien on such funds for that purpose, and there is no limit on the availability or use of such funds for any other purpose permitted or required by law. If it becomes necessary to make a deposit to the Principal Subaccount of the ETRANS 2020-21 Repayment Account in order to fund a deficiency therein, the State Resolution requires the State Treasurer to take such actions as may be necessary to identify and designate the District Notes as an investment of the Funds used to make such deposit, and the Owners of the Series 2020B Notes will have no right or claim to any amounts received by the State under the District Notes after June 25, 2021. The making of such investment by the State Treasurer, and the determination of the Fund or Funds, if any, to be used therefor, is in all cases subject to the application of the investment policies for the various State funds established by statute and the State Treasurer and the exercise of the discretion and fiduciary obligation of the State Treasurer in the investment of State funds. See “STATE FINANCIAL INFORMATION – Investment and Deposit of State Funds.”

Impact of COVID-19 on the Series 2020B Notes

As discussed in “IMPACT OF COVID-19 ON THE STATE AND SCHOOL DISTRICTS,” the COVID-19 pandemic already has had, and is forecast to continue to have, a significant adverse impact on the finances of the State. COVID-19 is also expected to have an adverse impact on the operations and finances of the Participating Districts, which depend in large part on funding from the State, although the extent of such impact cannot presently be quantified. The State cannot predict (i) the duration or extent of the COVID-19 pandemic, (ii) the duration or expansion of related business closings, public health orders, regulations and legislation, (iii) what effect the COVID-19 pandemic will continue to have on global, national, state and local economies, including the economy of the State or (iv) what effect the COVID-19 pandemic will have on the operations and finances of the Participating Districts, including the receipt of the Taxes pledged to the payment of the Program Loans. As a result, the State cannot determine with any confidence the full extent of the impact of COVID-19 on the State, the General Fund and other sources of funds available to pay the Series 2020B Notes in the event of a default of the payment of Program Loans by the Participating Districts. However, as forecast in the OSPB December 2020 Revenue Forecast, there is expected to be a material adverse effect on the State’s finances, which in turn could adversely affect the State’s ability to pay the Series 2020B Notes in the event of a default of the payment of Program Loans

by the Participating Districts. See also “Repayment of Program Loans,” “Liquidity Sources in the Event of a Default in the Repayment of Program Loans; Subordination of Certain State Funds” and “Budgets and Revenue Forecasts” in this section, as well as “THE SERIES 2020B NOTES – Security and Sources of Payment – *The ETRANS 2020-21 Repayment Account*,” “SOURCE OF PAYMENT OF PROGRAM LOANS,” “STATE FINANCIAL INFORMATION – Investment and Deposit of State Funds.” “SELECTED STATE FUNDS ELIGIBLE FOR INVESTMENT IN DISTRICT NOTES IN THE EVENT OF A DEFAULT IN THE REPAYMENT OF PROGRAM LOANS,” “APPENDIX A – THE STATE GENERAL FUND” and “APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST.”

Budgets and Revenue Forecasts

The State Constitution requires that expenditures for any Fiscal Year not exceed revenues for such Fiscal Year. In addition, Section 24-75-201.1(1)(d), C.R.S., provides that for each Fiscal Year, a portion of the unrestricted General Fund year-end balance is to be retained as a reserve (the “Unappropriated Reserve”), and Section 24-75-201.1, C.R.S., provides that General Fund appropriations for each Fiscal Year, with certain exceptions, may not exceed specified amounts, as discussed in “STATE FINANCIAL INFORMATION – Budget Process and Other Considerations – *Revenues and Unappropriated Amounts – Expenditures; The Balanced Budget and Statutory Spending Limitation.*”

The State relies on revenue estimation as the basis for budgeting and establishing aggregate funds available for expenditure for its appropriation process. By statute, the Governor’s Office of State Planning and Budgeting (“OSPB”) is responsible for developing the General Fund revenue estimate. The most recent OSPB revenue forecast was issued on December 18, 2020 (the “OSPB December 2020 Revenue Forecast”), and is included in its entirety in this Official Statement. See “STATE FINANCIAL INFORMATION,” “APPENDIX A – THE STATE GENERAL FUND – Revenue Estimation; OSPB Revenue and Economic Forecasts” and “APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST.” The Colorado Legislative Council also prepares quarterly revenue forecasts which are released on the same dates as the OSPB revenue forecasts.

The State’s Fiscal Year budgets are not prepared on a cash basis, but rather are prepared using the modified accrual method of accounting in accordance with the standards promulgated by the Governmental Accounting Standards Board (“GASB”), with certain statutory exceptions. The State could experience temporary and cumulative cash shortfalls as the result of differences in the timing of the actual receipt of revenues and payment of expenditures by the State compared to the inclusion of such revenues and expenditures in the State’s Fiscal Year budgets on a modified accrual basis, which is not solely based on when such amounts are received or paid. If an unanticipated cash shortfall were to occur in late Fiscal Year 2020-21, it may adversely affect the State’s ability to fund, if necessary, any deficiency in the Principal Subaccount of the ETRANS 2020-21 Repayment Account on June 25, 2021. See “STATE FINANCIAL INFORMATION – Budget Process and Other Considerations,” “SELECTED STATE FUNDS ELIGIBLE FOR INVESTMENT IN DISTRICT NOTES IN THE EVENT OF DEFAULT IN THE REPAYMENT OF PROGRAM LOANS,” “APPENDIX A – THE STATE GENERAL FUND – Revenue Estimation; OSPB Revenue and Economic Forecasts” and “APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST.”

As discussed in “IMPACT OF COVID-19 ON THE STATE AND SCHOOL DISTRICTS,” COVID-19 has negatively impacted actual and forecast State revenues. The OSPB December 2020 Revenue Forecast indicates that, due in large part to the impact of COVID-19, gross General Fund revenue in Fiscal Year 2019-20 was significantly less than was forecast by the OSPB immediately prior to the onset of the pandemic, and forecasts that gross General Fund revenue will decline by 3.0% in Fiscal Year 2020-21 over Fiscal Year 2019-20, although followed by increases of 7.9% and 3.5% in Fiscal Years 2021-22 and 2022-23, respectively. The OSPB December 2020 Revenue Forecast states that the State ended Fiscal Year 2019-20 with reserves of \$1,825.2 million (preliminary), being \$1,462.8 million above

the 3.07% Unappropriated Reserve requirement applicable to such Fiscal Year, and forecasts that the State will end Fiscal Year 2020-21 with reserves of \$2,144.7 million, being \$311.0 million above the 2.86% Unappropriated Reserve requirement currently applicable to such Fiscal Year. These figures are based on revenue and budget information available when the OSPB December 2020 Revenue Forecast was completed, and as such are subject to change in subsequent OSPB revenue forecasts based on new information on revenue and expenditures. In particular, the OSPB December 2020 Revenue Forecast states that it reflects the latest projections of the impacts that COVID-19 may have on State revenues and expenditures but cautions that the epidemiological course of COVID-19 and the duration and depth of the recession caused by the pandemic are highly uncertain. See “STATE FINANCIAL INFORMATION – Budget process and Other Considerations – *Revenues and Unappropriated Amounts.*”

The next OSPB revenue forecast is scheduled to be released in March 2021. General Fund revenue projections in this and subsequent OSPB revenue forecasts may be materially different from the OSPB December 2020 Revenue Forecast. If a revenue shortfall is projected for Fiscal Year 2020-21 and subsequent forecasted years, budget cuts and/or actions to increase the amount of money in the General Fund will be necessary to ensure a balanced budget. A revenue shortfall in Fiscal Year 2020-21 may adversely affect the State’s ability to fund, if necessary, any deficiency in the Principal Subaccount of the ETRANS 2020-21 Repayment Account on June 25, 2021. See “Impact of COVID-19 on the Series 2020B Notes” in this section, as well as “SELECTED STATE FUNDS ELIGIBLE FOR INVESTMENT IN DISTRICT NOTES IN THE EVENT OF DEFAULT IN THE REPAYMENT OF PROGRAM LOANS,” “APPENDIX A – THE STATE GENERAL FUND – Revenue Estimation; OSPB Revenue and Economic Forecasts – *Revenue Shortfalls*” and “APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST.”

Prospective investors are cautioned that any forecast is subject to uncertainties, and inevitably some assumptions used to develop the forecasts will not be realized, and unanticipated events and circumstances may occur. Therefore, there are likely to be differences between forecasted and actual results, and such differences may be material. No representation or guaranty is made herein as to the accuracy of the forecasts. See the cautionary statement in “PRELIMINARY NOTICES” on the inside front cover of this Official Statement regarding forward-looking statements.

Parity Lien Notes

The State Resolution permits the State to issue additional Parity Lien Notes upon satisfaction of certain conditions provided therein and in the Loan Program Statutes. If issued, such Parity Lien Notes would be payable from and secured by a pledge of the Pledged Revenues on parity with the pledge securing the Series 2020A Notes and the Series 2020B Notes. Therefore, the issuance of any additional Parity Lien Notes could materially diminish the level of repayment coverage provided by the Taxes and other funds as security for the Series 2020A Notes and the Series 2020B Notes. The State Treasurer currently does not foresee the need to issue additional Parity Lien Notes payable from and secured by a pledge of all or a portion of the Pledged Revenues on parity with the pledge in favor of the Series 2020A Notes and the Series 2020B Notes; however, the State Treasurer reserves the right to issue additional Parity Lien Notes if additional funds are requested by eligible school districts. The State Resolution does not limit the principal amount of Parity Lien Notes. See “THE SERIES 2020B NOTES – Authorization – Parity Lien Notes.”

Loss of Tax Exemption

As discussed in “TAX MATTERS,” the interest on the Series 2020B Notes could become includable in gross income for federal income tax purposes and/or become includable in Colorado taxable income or Colorado alternative minimum taxable income as a result of a failure of the State to comply with certain covenants contained in the State Resolution.

Future Changes in Laws

Various State laws and constitutional provisions apply to the operations of the Participating Districts and the imposition, collection and expenditure of ad valorem property taxes and other funds by the Participating Districts, including the Taxes and other funds pledged to the repayment of the Program Loans, as well as to the operations of and availability and appropriation of funds by the State. There is no assurance that there will not be any changes in, interpretation of or addition to such laws that would have a material adverse effect, directly or indirectly, on the operations of the Participating Districts, the imposition, collection or expenditure of ad valorem property taxes and other funds by the Participating Districts or the ability of the Participating Districts to repay the Program Loans, or on the affairs of the State, the availability of and appropriation of funds by the State or the ability of the State to pay the Series 2020B Notes.

Cyber Security Risks

The State, like other large public and private entities, relies on a large and complex technology environment to conduct its operations. As a recipient and provider of personal, private or sensitive information, the State is a potential target for a variety of cyber threats, including, but not limited to, hacking, viruses, malware and other attacks on computer and other sensitive digital networks and systems. Entities or individuals may attempt to gain unauthorized access to the State's digital systems for the purposes of misappropriating assets or information or causing operational disruption and damage. Recognizing the potential damage that could be caused by any such attacks, the State has established the Governor's Office of Information Security ("OIT") as the single source for the State's cybersecurity readiness and awareness. The OIT has promulgated a series of policies and standards for State agencies and information security and provides mandatory training for State employees except those in the Department of Law, who receive training from the Department's own cybersecurity specialist due to the nature of the work performed by that Department. In addition, the State has procured insurance coverage for data breaches and other security and privacy incidents. The State does not believe that any material security breaches to its digital systems have occurred over the past 12-18 months, although employee computers at the Colorado Department of Transportation were the subject of a ransomware attack in February 2018. Nevertheless, no assurance can be given that the State's efforts to manage cyber threats and attacks will be successful or that any such attack will not materially impact the operations or finances of the State.

DISTRICT RESOLUTIONS AND DISTRICT NOTES

The Board of Education of each Participating District that has requested the State Treasurer to issue the Series 2020B Notes on its behalf has, or prior to the Closing Date is required to have, adopted a District Resolution that authorizes the Participating District to borrow funds from the State Treasurer pursuant to the Loan Program, and has, or prior to the Closing Date is required to have, executed and delivered a District Note to the State Treasurer to evidence the Participating District's obligation to repay its Program Loan. The obligation of a Participating District to make payments in respect of its District Note is not a joint obligation with any other Participating District and is strictly limited to the Payment Obligations of such Participating District under its District Resolution.

Set forth below is a summary of the District Resolutions and District Notes. The District Resolutions and District Notes are substantially the same except as to Maximum Principal Amount and the cash flow projections. The references in this summary to a single District Resolution, District Note or Participating District are, except where otherwise indicated, equally applicable to all of the District Resolutions, District Notes, and Participating Districts. The following summary does not purport to be complete, and is qualified by express reference to the provisions of the District Resolutions and District

Notes, copies of which are available as provided in “INTRODUCTION – Additional Information” and “MISCELLANEOUS.” A District Resolution may be amended only with the written consent of the State Treasurer. See also “THE LOAN PROGRAM; APPLICATION OF PROCEEDS OF THE SERIES 2020B NOTES – Program Loans – The Participating Districts.”

Participation in the Loan Program

The District Resolution authorizes the Participating District to participate in the Loan Program for Fiscal Year 2020-21, and to issue and deliver the District Note to the State Treasurer in the Maximum Principal Amount to evidence the Participating District’s Payment Obligation, for the purpose of paying the Participating District’s projected budgeted expenditures during Fiscal Year 2020-21. The District Note matures on June 25, 2021 (the “District Note Maturity Date”), and is interest-free through such date; provided, however, that if the District Note is not paid in full on the District Note Maturity Date, it will become a defaulted note (a “Defaulted Note”) and the unpaid portion thereof will bear interest thereafter until paid at a default rate equal to the interest rate, or the weighted average interest rate, paid by the State Treasurer on the Series 2020A Notes, the Series 2020B Notes and any additional Parity Lien Notes. The District Note may be prepaid in whole or in part at any time prior to the District Note Maturity Date.

The Participating District may obtain draws on its Program Loan in the manner discussed in “THE LOAN PROGRAM; APPLICATION OF PROCEEDS OF THE SERIES 2020B NOTES – Program Loans.”

The State Treasurer is authorized pursuant to the District Resolution to maintain records on behalf of the Participating District that reflect the outstanding principal amount due under the District Note, the date and amount of the Program Loan and repayment of the Program Loan by the Participating District to the State Treasurer.

Security for and Payment of the District Note

The District Note is payable from and secured by a lien in the amount of the Participating District’s Payment Obligations on all of the Participating District’s ad valorem taxes on real and personal property received by the Participating District during the period of March through June of 2021 that are required to be credited to the Participating District’s general fund. Such lien has priority over all other expenditures from such Taxes until the Participating District’s Payment Obligations are paid in full. All Taxes received by the Participating District are to be paid to the State Treasurer within one Business Day of receipt until the Payment Obligations are paid in full. The District Resolution authorizes the State Treasurer to pledge and assign the District Note and all or any part of the Participating District’s obligations thereunder, including, without limitation, the Participating District’s Payment Obligations, to secure the payment of the Series 2020A Notes, the Series 2020B Notes and any additional Parity Lien Notes. See “SOURCE OF PAYMENT OF PROGRAM LOANS.”

Defaults and Remedies

The occurrence of any of the following constitutes a “District Event of Default” with respect to the District Resolution and District Note:

- (i) failure by the Participating District to pay in full the principal amount of the District Note when due or before the District Note Maturity Date;
- (ii) default by the Participating District in the performance or observance of any other covenant, agreement or obligation of the Participating District under its District Note or District Resolution (other than as described in the previous paragraph) and failure to cure such default

within ten days after the earlier of the date that the Participating District furnishes notice of a default to the State Treasurer or the Participating District receives written notice of default from the State Treasurer;

(iii) with certain exceptions, any warranty, representation or other statement by or on behalf of the Participating District contained in its District Resolution or in any certificate, requisition, report or any other instrument furnished in compliance with or in reference to its District Resolution or its District Note is false or misleading in any material respect; or

(iv) the Participating District applies for or consents to the appointment of a receiver, trustee, liquidator, custodian or the like either of itself or of its property; admits in writing its inability to pay its debts generally as they become due; makes a general assignment for the benefit of creditors; or is adjudicated as bankrupt or insolvent.

Upon the occurrence of a District Event of Default as described in clause (i) above, the statutory remedy of the State Treasurer is to notify the treasurer of each county in which the Participating District levies Taxes that the Participating District is in default on its obligation to pay its Payment Obligation and the amount of the Payment Obligation. Pursuant to the Loan Program Statutes, the county treasurer is thereupon required to withhold any “Default Taxes” (being ad valorem taxes on real and personal property received or to be received by the Participating District after the District Note Maturity Date that are required to be credited to the Participating District’s general fund and are available for payment of the Defaulted Note pursuant to Section 22-54-110(2)(c), C.R.S.) to be received by the District and in the possession of the county treasurer in the amount of such unpaid Payment Obligation. If the amount of Default Taxes to be received by the District and in the possession of the county treasurer at the time such notice is given is less than the amount of the Payment Obligation, the county treasurer is to withhold additional Default Taxes to be received by the District and in the possession of the county treasurer until such time as the Payment Obligation has been paid to the State Treasurer in full. *Default Taxes are available solely to repay a Participating District’s Payment Obligation to the State Treasurer following a District Event of Default and are not pledged to the payment of the Series 2020B Notes.*

The State Treasurer also may, with the agreement of the Participating District, acquire from the Participating District real property having a fair market value at least equal to the outstanding balance of the District Note and lease back such property to the Participating District pursuant to a lease-purchase agreement that is subject to annual appropriation. If a Participating District defaults in the payment of rent required by the lease-purchase agreement and fails to cure such default, the State Treasurer may take possession of the property and, upon entry of a judgment in favor of the State Treasurer and the issuance of a writ of restitution, the State Treasurer is to liquidate the property to the best advantage of the State.

Upon the occurrence of any District Event of Default, the State Treasurer may take any other action at law or in equity to enforce the performance or observance of any other obligation, agreement or covenant of the Participating District, and to enforce the levy, liens, pledges and security interests granted or created under the District Resolution. The several remedies available to the State Treasurer upon a District Event of Default are cumulative. No delay or omission to exercise any right or power occurring upon any default is to impair any such right or power or be construed to be a waiver thereof, and all such rights and powers may be exercised as often as may be deemed expedient.

A District Event of Default does not constitute an Event of Default under the State Resolution. See “THE SERIES 2020B NOTES – Defaults and Remedies.”

Other Covenants and Representations

The Participating District also makes the following covenants and agreements in the District Resolution:

- The Participating District will provide to the State Treasurer demographic and financial information concerning the Participating District relevant to the Participating District's obligations under the District Resolution, which the State Treasurer is authorized to provide, on behalf of the Participating District, to such other parties as the State Treasurer deems necessary and in the best interests of the Participating District in order to consummate the transactions contemplated by the District Resolution and under the Loan Program. The Participating District further covenants that, with respect to the Participating District's operations or description as of the Closing Date and as of the date provided, whether prior to or following the Closing Date, the information so provided will not contain any untrue statement of a material fact, and will not omit any material fact necessary to prevent such statements or information so provided, in light of the circumstances under which they are made, from being misleading.
- The Participating District will not issue notes or other obligations for cash flow purposes that are payable from the Taxes or Defaulted Taxes or are secured by a lien on the Taxes or Defaulted Taxes that is superior to or on a parity with the lien of the District Note.
- The Participating District will furnish to the State Treasurer as soon as possible (and in any event within two Business Days) after the discovery by the Participating District of any District Event of Default, or of any event, act or occurrence that with notice or lapse of time, or both, would become a District Event of Default (a "District Default"), a certificate of an Authorized Officer (as defined in the District Resolution) setting forth the details of such District Event of Default or District Default and the action proposed to be taken by the Participating District with respect thereto.
- The Participating District will deliver to the State Treasurer such financial data as the State Treasurer may reasonably request (including, without limitation, any information relating to Taxes, expenses, available funds, tax rolls, financial statements, budget and cash flow) and, if requested, copies of the Participating District's audited year-end financial statements, budgets, official statements and similar information issued by it to the public.

The Participating District also represents to the State Treasurer that unless, prior to the Closing Date, one of the Authorized Officers of the District notifies the State Treasurer in writing to the contrary, among other things: (i) it has had an ad valorem property tax collection rate of not less than 90% of the aggregate amount of ad valorem property taxes levied within the Participating District in each of the most recent three calendar years; (ii) as of the date of adoption of the District Resolution and on the date of issuance of the District Note the Participating District reasonably expects to collect at least 90% of such amount for Fiscal Year 2020-21; (iii) the Participating District has not defaulted within the past five years, and is not currently in default, on any debt obligation; (iv) any documents setting forth, among other matters, financial information regarding the District and information relating to the District Resolution and the District's obligations thereunder, other disclosures by the District pursuant to the District Resolution and cash flow projections and ongoing reports pursuant to the District Resolution have been and will be prepared consistent with generally accepted accounting principles; and (v) the District's budget and financial accounting policies and procedures are in compliance with State law.

Parties in Interest

Nothing in the District Resolution, expressed or implied, is intended to or is to be construed to confer upon or to give to any person or party other than the State Treasurer, acting on behalf of the State, as the sole owner of the District Note, any rights, remedies or claims under or by reason of the District Resolution or any covenant, condition or stipulation thereof, and all covenants, stipulations, promises and agreements in the District Resolution are for the sole and exclusive benefit of the State Treasurer, acting on behalf of the State, as a third party beneficiary.

SOURCE OF PAYMENT OF PROGRAM LOANS

Taxes

The Program Loans are payable solely from the Taxes of the Participating Districts, and do not constitute general obligations of the Participating Districts. See “DISTRICT RESOLUTIONS AND DISTRICT NOTES – Security for and Payment of the District Note.”

Taxes are limited to ad valorem taxes on real and personal property received by the Participating District during the period of March through June of 2021 that are required to be credited to the Participating District’s general fund. These in turn are comprised of the ad valorem property taxes that the Participating District is authorized to impose in accordance with the Public School Finance Act, plus certain permitted “override revenues,” both of which are discussed in this section.

In addition to the Taxes, the Participating Districts are also authorized to impose ad valorem property taxes for certain other purposes, such as for bond redemption and capital improvements, and receive various other local, State and federal revenues. However, none of these other revenues constitute Taxes pledged to the payment of the District Loans.

State Equalization Funding of School Districts

The discussion in this section provides an overview of the funding of the Colorado school districts under existing State statutes. *The State portion of the school districts’ funding is not pledged to pay the Program Loans.*

Public School Finance Act of 1994. Colorado school districts are funded primarily from revenues that are determined in accordance with the Public School Finance Act, which was adopted by the State legislature, known as the “General Assembly,” pursuant to Article IX, Section 2 of the State Constitution in order to provide for a thorough and uniform system of public schools throughout the State. The Public School Finance Act has applied to school districts for budget years beginning on and after July 1, 1994, and its provisions are to be used to calculate for each school district an amount that represents the financial base of support for public education in that district (the “Total Program”), which is then funded in part by the school district and in part by the State.

The constitutionality of the existing public school finance system has been subject to legal challenges from time to time. With certain exceptions these challenges have been resolved in favor of the State. See also “INVESTMENT CONSIDERATIONS – Future Changes in Laws”

Total Program Funding Formula. Funding to school districts is based on a per-pupil formula that calculates the Total Program. For each pupil funded in the October 1 pupil count, the formula provides a base per pupil amount of money, increased each year to account for inflation, plus additional money to recognize variances among school districts in cost of living, personnel costs and size. The Total Program

amount also includes additional funding for at-risk pupils. As these components vary among school districts, so does the amount of Total Program funding provided.

A new factor was introduced in the school finance formula starting in Fiscal Year 2010-11 due to the budget balancing challenges facing the State. This “Budget Stabilization Factor” reduces in an equitable manner the amount of funding that school districts would have received prior to the application of this adjustment. In general, the Budget Stabilization Factor is calculated by first determining the Total Program funding amount for all school districts in the State (the “Statewide Total Program”) prior to application of the Budget Stabilization Factor. The Budget Stabilization Factor then reduces this Statewide Total Program to an amount set by the General Assembly, which amount reflects reductions to stabilize the State’s budget for each Fiscal Year, as applicable. The difference between the Statewide Total Program amount prior to application of the Budget Stabilization Factor and the established floor amount for the Statewide Total Program after the application of the Budget Stabilization Factor is utilized to calculate a percentage reduction that is then applied to decrease each school district’s Total Program funding amount for a given Fiscal Year.

The current general rule for calculating Total Program funding is as follows:

$$\text{Total Program} = \frac{\text{Funded Pupil Count (October 1)}}{\text{Total Per Pupil Funding}} \times \text{At-Risk Funding} + \text{On-Line Funding and ASCENT} - \text{Budget Stabilization Factor}$$

Funded Pupil Count = The sum of (i) the school district’s on-line and ASCENT pupil count, plus (ii) the school district’s Preschool Program pupil count plus (iii) the greater of the number of K-12 pupils enrolled in the school district or the average enrollment for the current and up to four prior budget years.

Per Pupil Funding = A formula which takes into consideration a statewide base level plus adjustments for variances in district size, cost of living, personnel costs and non-personnel cost factors specified in the Public School Finance Act.

At-Risk Funding = Formulaic funding amounts which are based upon the percentage of district pupils eligible for free lunch and English language learner pupils.

On-Line Funding and ASCENT = Funding amounts for pupils receiving an education predominantly through a multi-district on-line program and residing in the State or participating in the “Accelerating Students Through Concurrent Enrollment” (“ASCENT”) program administered by the Colorado Department of Education pursuant to Section 22-35-108, C.R.S. The goals of the ASCENT program are to, among other things, increase the percentage of students who participate in postsecondary education, especially among low-income and traditionally underserved populations.

Budget Stabilization Factor = The Budget Stabilization Factor is a State budget element that proportionately reduces the amount of total funding for each district, such that State aid is reduced.

The Statewide Total Program funding amount is established in the Public School Finance Act initially based upon projections of various factors. Once actual figures are known, a mid-year revision may be made to this amount. The initial Statewide Total Program funding amount for Fiscal Year 2019-20, after application of the Budget Stabilization Factor, was initially established by Senate Bill (“SB”) 19-246 at an amount of not less than \$7,389,818,526, constituting a Budget Stabilization Factor of 7.05%. Per HB 20-1260, such amount was adjusted to an amount of not less than \$7,603,907,977,

constituting a Budget Stabilization Factor of 7.02%. The initial Statewide Total Program funding amount for Fiscal Year 2020-21, after application of the Budget Stabilization Factor, has been initially established by HB 20-1418 at an amount of not less than \$7,230,448,891, constituting a Budget Stabilization Factor of 14.04%, which amount is subject to a mid-year revision as discussed above.

The Public School Finance Act provides for a minimum level of Total Program funding, although a school district's ability to accept the full amount of Total Program funding may be limited by the constraints on the school district's annual revenue and spending growth discussed in "Taxpayer's Bill of Rights" below. The minimum level of Total Program funding for Fiscal Year 2019-20 was \$8,673.80 per traditional pupil and \$8,382.00 per on-line pupil (\$8,064.53 and \$7,793.23, respectively, after application of the Budget Stabilization Factor), and the minimum level of Total Program funding for Fiscal Year 2020-21 is \$8,917.51 per traditional pupil and \$8,541.00 per on-line pupil (\$7,665.09 and \$7,341.46, respectively, after application of the Budget Stabilization Factor).

Amendment 23. In November of 2000, the State's voters approved an amendment to the State Constitution relating to funding for public schools, commonly referred to as "Amendment 23." Amendment 23 requires that the base per-pupil funding amount and the funding for categorical programs (such as transportation, language proficiency, expelled and at-risk students, special education, gifted and talented education, vocational education, small attendance centers and comprehensive health education): (i) increase by the rate of inflation plus one percentage point for Fiscal Year 2001-02 through Fiscal Year 2010-11, and (ii) increase by at least the rate of inflation each year thereafter. Amendment 23 also creates the State Education Fund, and (i) mandates that there be deposited therein an amount equal to all State revenues collected from a tax of one-third of one percent on federal taxable income, as modified by law, of every individual, estate, trust and corporation, as defined by law, and (ii) exempts such revenues from the revenue limitations of TABOR. See "Taxpayer's Bill of Rights" below. The General Assembly may appropriate moneys from the State Education Fund only to increase funding in preschool through 12th grade education or for purposes specifically provided in Amendment 23, including accountable education reform, accountable programs to meet State academic standards, reducing class size, expanding technology education, improving public safety, accountability reporting, performance incentives for teachers and public school building capital construction. The Amendment 23 funds may not be used to reduce the current level of general fund appropriations for Total Program funding and categorical programs. See also "SELECTED STATE FUNDS ELIGIBLE FOR INVESTMENT IN DISTRICT NOTES IN THE EVENT OF A DEFAULT IN THE REPAYMENT OF PROGRAM LOANS – Certain State Funds Eligible for Investment in the District Notes – *The State Education Fund*" for a discussion of the State Education Fund.

Sources of Funding of Total Program. Under the Public School Finance Act, a school district's Total Program is funded in part by the school district (the "local share"), with the State funding the balance (the "State share"). The local share is the amount raised by the school district's ad valorem property tax levy (assuming 100% collection) plus the amount of specific ownership tax revenue paid to the school district in the prior Fiscal Year that is attributable to the school district's general fund, excluding override revenues.

Pursuant to the Public School Finance Act, as amended by HB 20-1418, for the 2020 property tax year (2021 tax collection year), a school district's property tax levy to fund the local share of its Total Program is to be as follows: (a) for school districts that have obtained voter approval to retain and spend revenues in excess of the property tax revenue limitation imposed on such school districts by TABOR (such voter approval commonly referred to as being "de-Bruced"), the lesser of: (i) 27.000 mills (one mill equals \$0.001); (ii) the number of mills that the school district would have been required to levy pursuant to the Public School Finance Act for the 2020 property tax year if not for the unauthorized reductions in the school district's mill levy in property tax years following the property tax year in which the school district obtained voter approval to retain and spend revenue in excess of the property tax revenue limitation

imposed on the school district by TABOR, which reductions resulted from the unauthorized application of Section 2(a)(iii) of the Public School Finance Act as it existed before May 9, 2007¹; or (iii) the number of mills that will generate property tax revenue in an amount equal to the school district's Total Program for the applicable budget year minus the amount of specific ownership tax revenue paid to the school district; and (b) for school districts that have not obtained voter approval to retain and spend revenues in excess of the property tax revenue limitation imposed on such school districts by TABOR, the lesser of: (i) 27.000 mills; (ii) the number of mills that the school district levied in the preceding year; or (iii) the number of mills that the school district may levy under TABOR. If pursuant to the foregoing a school district is required to levy a greater number of mills than it levied in the 2019 property tax year, the Board of Education of the school district is required to grant a temporary property tax credit equal to the amount of the increase. The amount of revenue attributable to the number of mills for which there is a tax credit is not included in calculating the State share of the school district's Total Program. See also "Taxpayer's Bill of Rights" below and "INVESTMENT CONSIDERATIONS – Repayment of Program Loans."

Specific ownership tax revenue is the portion of the revenues of the specific ownership tax on certain motor vehicles and other personal property imposed by the State pursuant to Article 3 of Title 42, C.R.S., allocable to the school district. Specific ownership taxes are collected on property within each county by the county treasurer, and the total amount of specific ownership taxes collected by the county treasurer is apportioned among all taxing entities within the county on the basis of the amount of ad valorem property taxes levied by such entities within the county during the preceding calendar year.

The difference between the Total Program and the amount generated from the school district's mill levy and specific ownership taxes is required to be paid by the State. The General Assembly is required to make annual appropriations to fund the State's share of the Total Program of all school districts. The availability of State funds to the school district may be affected by actions of the legislature and by the cash position of the State itself. In the event the State's appropriation for its share of the Total Program of all school districts is not sufficient to fund fully the State's share, the Department of Education is required to submit a request for a supplemental appropriation in an amount which will fund fully the State's share during the Fiscal Year in which such insufficiency occurs. If a supplemental appropriation is not made, a percentage reduction in State aid to all school districts receiving State aid is to be made in funding categories not mandated by the State Constitution. See "Total Program Funding Formula" and "Amendment 23" above in this section.

Override Revenues

The other source of Taxes pledged to the repayment of Program Loans is "override revenues" received by the Participating District. If a school district or its electorate desires to spend property tax revenues in excess of the amount authorized to fund its share of the Total Program, the school district may, or upon receipt of a valid initiative petition is required to, seek voter approval to raise and spend additional, or "override," property tax revenues. Override revenues are generated solely from increased property taxes and do not affect the amount of State funding that the school district is otherwise eligible to receive under the Public School Finance Act.

¹ The General Assembly in HB 20-1418 found that (i) for property tax years 1994 through 2006, subsection (2)(a)(iii) of the Public School Finance Act, as it existed before May 9, 2007, was wrongly interpreted and applied to reduce several school districts' property tax mill levies to the number of mills that a school district could levy under the property tax revenue limitation imposed by TABOR, even though the school district had obtained voter approval to retain and spend revenue in excess of that property tax revenue limitation, (ii) the reductions in school district mill levies for property tax years 1994 through 2006 were therefore not authorized by statute and are void for purposes of determining a school district's correct mill levy pursuant to this the Public School Finance Act for the property tax years 2020 and thereafter, and (iii) the determination and levy of the correct number of mills that a school district is required to levy pursuant to the Public School Finance Act does not require action by the school district other than to certify the mill levy.

Override revenues are currently permitted for specific purposes, which may be limited by statute in duration and amount. Specific purpose override revenues include excess transportation costs, special building and technology fund and cash funding of capital construction, new technology, existing technology upgrade and maintenance needs.

In addition to the specific purpose override revenues, school districts may raise additional local revenues pursuant to the limitations of Section 22-54-108, C.R.S. The school district's override revenues under this statute are limited to the sum of: (a) the greater of (i) 25% (30% for "small rural districts") of the school district's Total Program, or (ii) \$200,000; plus (b) an amount equal to the maximum dollar amount of property tax revenue that the school district could have generated for Fiscal Year 2001-02 in a cost of living adjustment election pursuant to Section 22-54-107.5, C.R.S. Override revenues are also permitted for a school district whose Fiscal Year 1994-95 actual Total Program exceeded its funding formula calculation for that Fiscal Year (a "hold harmless" district). The hold harmless override revenue reduces the maximum allowable override permitted under Section 22-54-108, C.R.S.

School districts may be required to levy two additional mills above the Total Program mill discussed above to ensure the total mill levied by the school district is not less than the mill levied in the prior year. These school districts have the ability to fully fund total program without receiving a State share. The first mill is levied to partially offset the school district's repayment of other State revenues (*i.e.*, categorical program revenue). The second mill is a total program mill levied for the restricted purpose of offsetting any future reduction in the school district's Total Program caused by the Budget Stabilization Factor. Expenditures from the property tax revenues collected from levying the Total Program mill would be spent in years in which the school district's total program exceeded its local share (*i.e.*, total program mill levy revenue plus specific ownership tax).

Ad Valorem Property Taxation Procedure

Property Subject to Taxation. Subject to the limitations discussed in "Taxpayer's Bill of Rights" below, the Board of Education of each school district has the power to certify to each county in which the school district is located a levy for collection of ad valorem taxes against all taxable property within the school district.

Property taxes are uniformly levied against the assessed valuation of all taxable property within the boundaries of the school district. Both real and personal property are subject to taxation unless exempt. Exempt property includes, without limitation: property of the United States of America; property of the State and its political subdivisions; public libraries; public school property; charitable property; religious property; nonprofit cemeteries; irrigation ditches, canals, and flumes used exclusively to irrigate the owner's land; household furnishings and personal effects not used to produce income; intangible personal property; and inventories of merchandise and materials and supplies that are held for consumption by a business or are held primarily for sale; livestock; agricultural and livestock products; and works of art, literary materials and artifacts on loan to a political subdivision, gallery or museum operated by a charitable organization. The State Board of Equalization supervises the administration of all laws concerning the valuation and assessment of taxable property and the levying of property taxes.

Determination of Actual Value. Each county assessor in the State annually conducts appraisals in order to determine, on the basis of statutorily specified approaches, the statutory "actual" value of all taxable property within the county as of January 1st. The statutory actual value of a property is not intended to represent current market value, but, with certain exceptions, is determined by the county assessor utilizing a "level of value" ascertained for each two-year reassessment cycle from manuals and associated data published by the State Property Tax Administrator for the statutorily-defined period preceding the assessment date. The statutory actual value is based on the "level of value" for the period one and one-half years immediately prior to the July 1st preceding the beginning of the two-year

reassessment cycle (adjusted to the final day of the data-gathering period). The one and one-half year period used to determine the level of value advances two years with the start of each reassessment cycle. For the 2017 and 2018 tax levy years (2018 and 2019 tax collection years), the level of value for the determination of statutory “actual” value was as of July 1, 2016, based on the period of January 1, 2015 to June 30, 2016, and for the 2019 and 2020 tax levy years (2020 and 2021 tax collection years), the level of value for the determination of statutory “actual” value is as of July 1, 2018, based on the period of January 1, 2017 to June 30, 2018.

Oil and gas leaseholds and lands, producing mines and other lands producing nonmetallic minerals are valued based on production levels rather than by the base year method. Public utilities are valued annually by the State Property Tax Administrator in accordance with State law utilizing unitary valuation procedures. The State Property Tax Administrator values each company, allocates a portion of the value to the State and then apportions such value to the appropriate counties based on the location of company’s operating property or business activity, and the county assessor in turn allocates such value to the appropriate tax areas throughout the county.

Determination of Assessed Value. Assessed valuation, which represents the value upon which ad valorem property taxes are levied, is calculated by the county assessor as a percentage of the statutory “actual” value of such property. Under current State law, the ratio of valuation for assessment of all taxable property in the State other than residential real property, producing mines and lands or leaseholds producing oil or gas is 29% of statutory “actual” value. The ratio of valuation for assessment of residential real property is 7.15% of statutory “actual” value, the ratio of valuation for assessment of producing oil and gas property is 87.5% of statutory “actual” value (75% for property utilizing secondary recovery, tertiary recovery or recycling projects which conserve and avoid waste of oil and gas), and the ratio of valuation for assessment of producing mines is 25% of statutory “actual” value.

At the November 3, 2020, general election, the State’s voters repealed the provisions of the State constitution (commonly known as the “Gallagher Amendment”) that (i) provided a mechanism for the mandatory periodic adjustment of the ratio of valuation for assessment of residential real property, and (ii) froze the ratio of valuation for assessment of all other property at 29% of statutory “actual” value, the result being that any future changes to the ratio of valuation for assessment for any class of property are to be made in the discretion of the General Assembly. As part of such repeal, the State’s voters also approved the enactment of Section 39-1-103.8, C.R.S., which provides that beginning with the property tax year that commences January 1, 2020, there is a moratorium on changing the ratio of valuation for assessment for any class of property. This moratorium could be repealed by the State legislature at any time. However, any future increase in the ratio of valuation for assessment for any class of property would require prior statewide voter approval as discussed in “Taxpayer’s Bill of Rights” hereafter in this section.

Protests, Appeals, Abatements and Refunds. Property owners are notified of the valuation of their land or improvements, or taxable personal property and certain other information related to the amount of property taxes levied, in accordance with certain statutory deadlines. Property owners are given the opportunity to object to increases in the actual value of such property, and may petition for a hearing thereon before the county’s board of equalization. Upon the conclusion of such hearings, the county assessor is required to complete the assessment roll of all taxable property and, no later than August 25th each year, prepare an abstract of assessment therefrom (although for 2020, due to the presence of COVID-19, this date has been extended to October 13th by rule adopted by the State Board of Equalization under authority of an Executive Order issued by the Governor). The abstract of assessment and certain other required information is reviewed by the State Property Tax Administrator prior to October 15th of each year (which date for 2020 has been extended by State Board of Equalization rule to November 18th) and, if necessary, the State Board of Equalization may order the county assessor to correct assessments. The valuation of property is subject to further review during various stages of the assessment process at the request of the property owner, by the State Board of Assessment Appeals, the State courts or by arbitrators appointed by

the applicable Board of County Commissioners. On the report of an erroneous assessment, an abatement or refund must be authorized by the Board of County Commissioners; however, in no case will an abatement or refund of taxes be made unless a petition for abatement or refund is filed within two years after January 1st of the year in which the taxes were levied. Refunds or abatements of taxes are prorated among all taxing entities that levied a tax against the property.

Statewide Review. The General Assembly is required to cause a valuation for assessment study to be conducted each year in order to ascertain whether county assessors statewide have complied with constitutional and statutory provisions in determining statutory actual values and assessed valuations for that year. The final study, including findings and conclusions, must be submitted to the General Assembly and the State Board of Equalization by September 15th of the year in which the study is conducted. Subsequently, the State Board of Equalization may order a county to conduct reappraisals and revaluations during the following property tax levy year. A school district's assessed valuation may be subject to modification following any such annual assessment study.

Homestead Exemption. The State Constitution provides to qualified senior citizens and qualified disabled veterans a property tax exemption equal to 50% of the first \$200,000 of the actual value of owner-occupied residential real property. In order to qualify for the senior citizen exemption, the owner or his or her spouse must be at least 65 years of age and have occupied the residence for at least ten years, and in order to qualify for the disabled veteran exemption, the veteran must be rated 100% permanently disabled by the federal government. The State is required to reimburse all local governments for the reduction in property tax revenue resulting from this exemption, and therefore the exemption does not result in a loss of revenue to school districts.

Taxation Procedure. The county assessor is required to certify to the school district the assessed valuation of property within the school district no later than August 25th of each year (which date for 2020 has been extended by State Board of Equalization rule to October 13th), which amount is subject to adjustment until December 10th of such year. Subject to the limitations of the State Constitution, based upon the valuation certified by the county assessor, the school district's Board of Education computes a rate of levy that, when levied upon every dollar of the valuation for assessment of taxable property within the school district, and together with other legally available school district revenues, will raise the amount required by the school district in its upcoming Fiscal Year. The school district subsequently certifies to the applicable county or counties the rate of levy sufficient to produce the needed funds. Such certification must be made no later than December 15th of the property tax levy year for collection of taxes in the ensuing year.

The Board of County Commissioners is required to certify to the county assessor the levy for all taxing entities within the county by December 22nd of each year. If such certification is not made, it is the duty of the county assessor to extend the levies of the previous year. Further revisions to the assessed valuation of property may occur prior to the final step in the taxing procedure, which is the delivery by the county assessor of the tax list and warrant to the county treasurer.

Property Tax Collections. Property taxes levied in one year are collected in the succeeding year. Thus, taxes levied in 2020 will be collected in 2021. Taxes are due on January 1st in the year of collection; however, they may be paid in either a single payment (not later than the last day of April) or in two equal installments (not later than the last day of February and June 15th) without interest or penalty. Interest accrues on unpaid first installments at the rate of 1% per month from March 1st until the date of payment unless the whole amount is paid by April 30th. If the second installment is not paid by June 15th, the unpaid installment will bear interest at the rate of 1% per month from June 16th until the date of payment, although notwithstanding the foregoing, if the full amount of taxes is to be paid in a single

payment after the last day of April and is not so paid, the unpaid taxes will bear penalty interest at the rate of 1% per month accruing from the first day of May until the date of payment.¹ The County Treasurer collects current and delinquent property taxes, as well as any interest or penalty, and after deducting a statutory fee for such collection, remits the balance to the school district on a monthly basis, with an additional mid-month payment in March, May and June.

All taxes levied on property, together with interest thereon and penalties for default, and other costs of collection with respect to such taxes as have become delinquent, constitute a perpetual lien on and against the property taxed from January 1st of the property tax levy year until paid. Once a tax lien attaches, it has priority over all other liens, even those created prior in time (except for certain federal liens) such as a deed of trust or mortgage on the property. Thus, while a foreclosure will extinguish liens junior to the lien being foreclosed, it will not extinguish an existing tax lien. The lien would have to be paid as part of the foreclosure process in order to obtain clear title to the property. It is the county treasurer's duty to enforce the collection of delinquent real property taxes by tax sale of the tax lien on such realty, but no lien can be filed or other collection procedures begun more than six years after the date the taxes become due. Delinquent personal property taxes are enforceable by court action, employment of a collection agency or distraint, seizure and sale of the property. Tax sales of tax liens on realty are held on or before the second Monday in December of the collection year, preceded by a notice of delinquency to the taxpayer and a minimum of four weeks of public notice of the impending public sale. The county treasurer will issue a certificate of purchase to the successful bidder at the sale, but a deed on the property cannot be issued until at least three years after the sale. Sales of personal property may be held at any time after October 1st of the collection year following notice of delinquency and public notice of sale.

Tax liens may not be sold for less than the aggregate amount of all due taxes, delinquent interest and fees. If no bid to settle the full value of the tax lien is offered, the county treasurer removes the property from the tax rolls and strikes off the tax lien to the county until the county sells the lien or it is redeemed by the original tax debtor. When any real property has been stricken off to the county and there has been no subsequent purchase, the taxes on such property may be determined to be uncollectible after a period of six years from the date of becoming delinquent and they may be canceled by the county after that time. Therefore, to the extent that a tax lien is not successfully sold at an auction or the county cancels the uncollectible taxes, the proceeds of tax liens sold may not necessarily be sufficient to produce the amount required with respect to property taxes levied by the school district and property taxes levied by overlapping taxing authorities, as well as any interest or costs due thereon.

Taxpayer's Bill of Rights

Article X, Section 20 of the State Constitution limits the ability of the State and its local governments, such as school districts, to increase revenues, debt and spending and restricts property, income and other taxes. Generally, TABOR limits most percentage increases in spending and property tax revenues to the prior year's amounts, adjusted for inflation, local growth and voter approved changes. Local growth for school districts is defined as the percentage change in student enrollment. Any revenue received during a Fiscal Year in excess of the limitations provided for in TABOR must be refunded to the taxpayers during the next Fiscal Year unless voters approve a revenue change as an offset. TABOR also requires that school districts obtain voter approval for certain tax or tax rate increases and to create any "multiple fiscal year

¹ Due to the economic impacts of COVID-19, the Governor, by Executive Order, (i) authorized county treasurers in the State to suspend or waive delinquent interest accruing through April 30, 2020, as a result of delinquent tax payments, and (ii) temporarily suspended for calendar year 2020, and directed the State Board of Equalization to extend, certain taxpayer filing deadlines for property valuation statements and schedules related to business personal property, taxable natural resource property (mining) and taxable oil and gas property, as well as various related statutory notice, filing and reporting deadlines to accommodate the extension of the taxpayer filing deadlines. Per HB 20-1421, a board of county commissioners or a city council of a city and county may, upon approval of the county treasurer, temporarily reduce or waive the interest rate on delinquent property tax payments or entirely suspend the accrual of interest on delinquent property tax payments for any specified period between June 15, 2020, and October 1, 2020. See also "THE IMPACT OF COVID-19 ON THE STATE AND SCHOOL DISTRICTS."

direct or indirect ... debt or other financial obligation,” except for refinancing debt at a lower interest rate or adding new employees to existing pension plans. Voter approval under TABOR is not required for the issuance of the District Notes as they are both issued and payable within the same Fiscal Year and as such do not constitute a “multiple fiscal year direct or indirect ... debt or other financial obligation” within the meaning of TABOR. TABOR also requires school districts to establish and maintain an emergency reserve equal to 3% of fiscal year spending (as defined in TABOR) excluding bonded debt service.

Many of the provisions of TABOR are ambiguous. Several lawsuits have been filed regarding TABOR, and some of its provisions have been judicially interpreted. Future litigation regarding TABOR could raise questions that bear upon the operations and financial condition of school districts. See also “STATE FINANCIAL INFORMATION – Taxpayer’s Bill of Rights.”

Budgets

School districts are required by State law to annually formulate a budget and to hold a public hearing thereon prior to the determination of the amounts to be financed in whole or in part by ad valorem property taxes, funds on hand or estimated revenues from other sources.

No later than 30 days prior to the beginning of each Fiscal Year, the administrators of the school district are required to present the proposed budget to the Board of Education. After conducting a public hearing on the budget proposals, at which time any person paying school taxes in the school district has an opportunity to be heard, the Board of Education is required to adopt a budget for the succeeding Fiscal Year by resolution specifying the amount of money appropriated to each fund. By December 15th the Board of Education is to certify to the applicable board of county commissioners the amounts necessary to be raised from levies against the assessed valuation of all taxable property located within the school district to defray expenditures therefrom during the next ensuing Fiscal Year. The Board of Education may not expend moneys in excess of the amount appropriated by resolution for a particular fund.

The annual budget for all expenditures and estimated revenues prepared by the Board of Education becomes the financial operating plan for the school district after adoption by the Board of Education. The budget may be revised from time to time after following steps required by Board of Education policy and State law.

Financial Statements

An annual audit of the school district’s financial affairs is required by State law to be submitted to the Board of Education within five months after the close of the Fiscal Year and filed with the State Auditor and the State Commissioner of Education within 30 days after receipt thereof by the school district. Failure to file an audit report may result in the withholding of moneys of the school district by the applicable county treasurers until the audit report is filed with the State Auditor.

Due to the number of Participating Districts, the audited financial statements of the Participating Districts are not presented in this Official Statement; however, such financial statements are available upon request as provided in “INTRODUCTION – Additional Information” and “MISCELLANEOUS.”

Summary Financial Information Regarding the Participating Districts

The following table sets forth certain financial information concerning the Participating Districts. The Participating District expected to borrow the largest percentage of available proceeds of the Series 2020A Notes and the Series 2020B Notes is described further in “Largest Borrower” following the table.

Participating District Financial Information

(Totals may not add due to rounding)

Participating District	Amount of Program Loans ¹						Fiscal Year 2020-21 Tax Information				Fiscal Year 2019-20 Loan Program Information	
	Series 2020B Notes	% of Total	Initial Amount Borrowed From the Series 2020A Notes	% of Total	Total Amount Borrowed	% of Total	2020 Assessed Valuation ('000's) ²	Estimated 2021 Tax Collections ³	Ratio of Amount Borrowed to Estimated 2021 Tax Collections	3 Year Average ⁴	Amount Borrowed	Repayment Date (2020)
Denver	\$234,415,922	62.0%	\$250,117,051	57.4%	\$484,532,973	59.5%	\$21,091,522	\$732,027,196	66.2%	99.5%	\$444,647,782	May 27
Cherry Creek (Arapahoe 5)	38,886,290	10.3	29,927,812	6.9	68,814,102	8.5%	7,071,270	272,581,039	25.2	99.3	28,030,826	March 11
Boulder Valley	14,331,611	3.8	41,161,421	9.4	55,493,032	6.8%	7,362,283	271,817,654	20.4	98.7	98,717,740	May 12
Douglas County RE-1	11,000,352	2.9	28,144,673	6.5	39,145,025	4.8%	7,454,942	245,280,515	16.0	97.5	32,074,000	March 11
Littleton (Arapahoe 6)	10,336,730	2.7	23,968,852	5.5	34,305,582	4.2%	1,964,009	72,554,360	47.3	99.6	10,771,283	March 11
Poudre (Larimer R-1)	9,920,837	2.6	11,133,606	2.6	21,054,443	2.6%	3,751,779	148,527,043	14.2	99.7	25,288,727	March 11
Mapleton (Adams 1)	12,574,897	3.3	7,062,964	1.6	19,637,861	2.4%	833,729	28,018,325	70.1	99.2	13,561,009	May 12
Windsor (Weld RE-4)	10,694,746	2.8	7,363,391	1.7	18,058,137	2.2%	1,344,464	40,815,094	44.2	99.8	17,716,635	May 27
Eagle County RE-50	4,801,842	1.3	7,445,087	1.7	12,246,929	1.5%	3,167,158	48,012,978	25.5	98.8	15,858,679	May 12
Thompson (Larimer R2-J)	4,539,787	1.2	7,103,965	1.6	11,643,752	1.4%	2,316,728	77,185,211	15.1	99.6	10,270,132	March 11
Fort Lupton (Weld Re-8)	1,347,643	0.4	5,957,092	1.4	7,304,735	0.9%	1,461,223	19,479,376	37.5	99.6	6,650,000	May 12
Durango (La Plata 9-R)	4,519,166	1.2	2,657,511	0.6	7,176,677	0.9%	1,366,566	20,720,921	34.6	98.5	N/A	N/A
Keenesburg (Weld RE-3J)	5,748,314	1.5	727,171	0.2	6,475,485	0.8%	1,923,367	25,037,703	25.9	99.1	N/A	N/A
Johnstown-Milliken (Weld RE-5J)	3,328,715	0.9	2,530,938	0.6	5,859,653	0.7%	508,382	11,380,160	51.5	99.7	3,500,000	May 12
Summit County RE-1	2,957,444	0.8	1,983,833	0.5	4,941,277	0.6%	2,250,687	28,398,694	17.4	99.9	N/A	N/A
Platte Valley (Weld RE-7)	2,515,166	0.7	2,035,784	0.5	4,550,950	0.6%	2,120,369	12,530,552	36.3	99.9	5,277,520	May 27
Aspen School District RE-1	2,558,757	0.7	1,320,985	0.3	3,879,742	0.5%	3,207,478	15,850,028	24.5	99.6	3,800,000	May 12
Lake County (Leadville)	1,588,298	0.4	1,335,547	0.3	2,923,845	0.4%	222,750	5,349,180	54.7	89.7	2,744,678	May 12
Estes Park (Larimer R-3)	527,276	0.1	2,150,313	0.5	2,677,589	0.3%	414,250	9,669,910	27.7	99.2	5,550,500	May 12
Elizabeth School District	908,545	0.2	1,596,205	0.4	2,504,750	0.3%	250,727	7,840,935	31.9	99.9	1,215,000	March 11
Englewood (Arapahoe 1)	560,200	0.1	--	--	560,200	0.1%	636,922	18,359,140	3.1	97.9	N/A	N/A
Briggsdale (Weld RE-10)	7,083	0.0	--	--	7,083	0.0%	142,925	2,049,460	0.3	90.3	N/A	N/A
Pueblo 70 ⁶	--	0.0	--	--	--	--	N/A	N/A	N/A	98.5	N/A	N/A
	\$378,069,621	100.0%	\$435,724,201	100.0%	\$813,793,822	100.0%						

¹ These are estimates based upon information furnished by the Participating Districts regarding the amounts that they will borrow from the proceeds of the Series 2020A Notes and the Series 2020B Notes. Such amounts do not necessarily represent the actual Maximum Principal Amount that will be borrowed from the Loan Program by such Participating Districts. See "THE LOAN PROGRAM; APPLICATION OF PROCEEDS OF THE SERIES 2020B NOTES." The Owners of the Series 2020B Notes will have a lien upon the Taxes of these Participating Districts, as well as on the Taxes of any Participating Districts that have not yet expressed the intent to participate in the Series 2020B Notes program (and thus are not included in the table) but eventually do participate in the program. Such lien also will be on parity with the lien thereon of the Owners of any additional Parity Lien Notes. See "THE SERIES 2020B NOTES – Parity Lien Notes."

² These amounts are net of the assessed valuation attributable to tax increment financing districts from which the Participating District derives no property tax revenue. See also "Ad Valorem Property Tax Procedure – Taxation Procedure" above.

³ This amount was calculated for each Participating District by multiplying the 2020 assessed value of the Participating District by the Participating District's 2020 general fund mill levy; and assumes collections of 100% of Taxes collected by all Participating Districts normally during the months of March through June of 2021. See "State Equalization Funding of School Districts – Allocation of Total Program Funding" above and "INVESTMENT CONSIDERATIONS – Repayment of Program Loans."

⁴ Based on each Participating District's actual collection data for Fiscal Years 2017-18, 2018-19 and 2019-2020.

⁵ Participating District's actual borrowing amounts and repayment dates for Fiscal Year 2019-20. These amounts were funded with the proceeds of the State's Education Loan Program Tax and Revenue Anticipation Notes, Series 2019A and Series 2019B.

⁶ This school district originally indicated that it would be borrowing proceeds of the Series 2020A Notes and/or the Series 2020B Notes and was therefore included in the borrowing table for the Series 2020A Notes. However, due to improved cash flow position relative to initial projections, this school district will not be borrowing proceeds of either the Series 2020A Notes or the Series 2020B Notes.

Sources: The Participating Districts, the Colorado Department of Education and the State Treasurer's Office

Largest Borrower

The only Participating District that is expected to borrow in excess of 20% of the proceeds of the Series 2020A Notes and the Series 2020B Notes is Denver County School District No. 1, commonly known as Denver Public Schools (“DPS”), which is expected to borrow approximately 57.4% of the net proceeds of the Series 2020A Notes and approximately 62.0% of the net proceeds of the Series 2020B Notes, or approximately 59.5% of the combined amount of the Series 2020A Notes and the Series 2020B Notes.

DPS is the only school district serving the City and County of Denver, the boundaries of which are coterminous with those of the City, encompassing approximately 155 square miles with an estimated population of approximately 738,000. The district’s full time equivalent pupil count (October 1 pupil count), including charter schools but excluding on-line and ASCENT pupils for the past five years have are set forth in the following table. See also “State Equalization Funding of School Districts – *Total Program Funding Formula*” above in this section.

<u>School Year</u>	<u>Pupil Count</u>
2016-17	85,849.5
2017-18	86,294.0
2018-19	87,318.2
2019-20	86,853.0
2020-21	89,785.1

The 2019 certified assessed valuation of DPS (for ad valorem property tax collections in 2020), net of the assessed valuation attributable to tax increment financing districts from which the district derives no property tax revenue, was approximately \$20.722 billion. The district’s total tax levy for the 2019 levy year (2020 tax collection year) was 46.664 mills, including 25.541 mills for the district’s local share of Total Program funding pursuant to the Public School Finance Act, 11.014 mills for voter-approved override revenues, 9.568 for debt service on general obligation bonds and 0.541 mills for recovery of lost revenue due to prior year tax abatements and credits. The 2020 assessed valuation of DPS (for ad valorem property tax collections in 2021), net of the assessed valuation attributable to tax increment financing districts from which the district derives no property tax revenue, is approximately \$21.092 billion as set forth in the table on the previous page. The district’s total tax levy for the 2020 levy year (2021 tax collection year) is 48.011 mills, including 25.541 mills (27.000 mills less the tax credit required by HB 20-1418) is for the district’s local share of Total Program funding pursuant to the Public School Finance Act, 10.852 mills for voter-approved override revenues, 1.517 mills for the Special Building and Technology Fund, 9.568 mills for debt service on general obligation bonds and 0.533 mills for recovery of lost revenue due to prior year tax abatements and credits. See” State Equalization Funding of School Districts – *Sources of Funding of Total Program*” above in this section.

Major Taxpayers

Taxes consist of only those revenues that are received by the Participating Districts during the period of March through June of 2021. Typically, taxing entities do not collect 100% of the taxes levied each year; however, the property tax collection rate among the Participating Districts historically has been very high as shown in the previous table.

Receipt of Taxes by the Participating Districts requires timely payment of ad valorem property taxes by property owners. Participating Districts having one or more large taxpayers are particularly dependent upon the timely payment of property taxes by such taxpayers. Taxpayers owning more than 10% of the property comprising the certified assessed valuation of a Participating District typically are public or private companies involved in the mining or drilling industries or in the production of power. Property tax payments by such taxpayers could be impacted not only by each taxpayer’s individual financial condition but also by events that negatively impact the energy production industry as a whole. It is not possible to predict whether any such events will occur that will have a material impact upon the repayment of the Program Loans.

THE STATE

General Profile

Colorado became the 38th state of the United States of America when it was admitted to the union in 1876. Its borders encompass 103,718 square miles of the high plains and the Rocky Mountains, with elevations ranging from 3,315 to 14,433 feet above sea level. The current population of the State is approximately 5.76 million. The State's major economic sectors include agriculture, professional and business services, manufacturing, technology, tourism, energy production and mining. Considerable economic activity is generated in support of these sectors by government, wholesale and retail trade, transportation, communications, public utilities, finance, insurance, real estate and other services. See also "APPENDIX C – STATE OF COLORADO COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2019" and "APPENDIX D – CERTAIN STATE ECONOMIC AND DEMOGRAPHIC INFORMATION" for additional information about the State.

Organization

The State maintains a separation of powers utilizing three branches of government: executive, legislative and judicial. The executive branch comprises four major elected officials: the Governor, State Treasurer, Attorney General and Secretary of State. The chief executive power is allocated to the Governor, who has responsibility for administering the budget and managing the executive branch. The State Constitution empowers the General Assembly to establish up to 20 principal departments in the executive branch. Most departments of the State report directly to the Governor; however, the Departments of Treasury, Law and State report to their respective elected officials, and the Department of Education reports to the elected State Board of Education. The elected officials serve four year terms. The current term of such officials commenced in January of 2019 (following the general election held in November of 2018) and will expire on the second Tuesday in January of 2023. No elected executive official may serve more than two consecutive terms in the same office.

The General Assembly is bicameral, consisting of the 35-member Senate and 65-member House of Representatives. Senators serve a term of four years and representatives serve a term of two years. No senator may serve more than two consecutive terms, and no representative may serve more than four consecutive terms. The State Constitution allocates to the General Assembly legislative responsibility for, among other things, appropriating State moneys to pay the expenses of State government. The General Assembly meets annually in regular session beginning no later than the second Wednesday of January of each year. Regular sessions may not exceed 120 calendar days. However, due to concerns regarding the spread of COVID-19, the General Assembly suspended the 2020 legislative session from March 16, 2020, through May 25, 2020. Special sessions may be convened by proclamation of the Governor or by written request of two-thirds of the members of each house of the General Assembly to consider only those subjects for which the special session is requested.

STATE FINANCIAL INFORMATION

The State Treasurer

The State Constitution provides that the State Treasurer is to be the custodian of public funds in the State Treasurer's care, subject to legislative direction concerning safekeeping and management of such funds. The State Treasurer is the head of the statutorily created Department of the Treasury (the "State Treasury"), which receives all State moneys collected by or otherwise coming into the hands of any officer, department, institution or agency of the State (except certain institutions of higher education). The State Treasurer deposits and disburses those moneys in the manner prescribed by law. Every officer, department, institution and agency of the State (except for certain institutions of higher education) charged with the responsibility of collecting taxes, licenses, fees and permits imposed by law and of

collecting or accepting tuition, rentals, receipts from the sale of property and other moneys accruing to the State from any source is required to transmit those moneys to the State Treasury under procedures prescribed by law or by fiscal rules promulgated by the Office of the State Controller. The State Treasurer and the State Controller may authorize any department, institution or agency collecting or receiving State moneys to deposit such moneys to a depository to the State Treasurer's credit in lieu of transmitting such moneys to the State Treasury.

The State Treasurer has discretion to invest in a broad range of interest bearing securities described by statute. See "Investment and Deposit of State Funds" in this section and "APPENDIX A – THE STATE GENERAL FUND – Investment of the State Pool." All interest derived from the deposit and investment of State moneys must be credited to the General Fund unless otherwise expressly provided by law.

Taxpayer's Bill of Rights

General. As discussed in "SOURCE OF PAYMENT OF PROGRAM LOANS – Taxpayer's Bill of Rights," Article X, Section 20 of the State Constitution, entitled the Taxpayer's Bill of Rights and commonly known as "TABOR," imposes various fiscal limits and requirements on the State and its local governments, excluding "enterprises," which are defined in TABOR as government-owned businesses authorized to issue their own revenue bonds and receiving less than 10% of their annual revenues in grants from all State and local governments combined. Certain limitations contained in TABOR may be exceeded with prior voter approval.

TABOR provides a limitation on the amount of revenue that may be kept by the State in any particular Fiscal Year, regardless of whether that revenue is actually spent during the Fiscal Year. This revenue limitation is effected through a limitation on "fiscal year spending" as discussed hereafter. Any revenue received during a Fiscal Year in excess of the limitations provided for in TABOR must be refunded to the taxpayers during the next Fiscal Year unless voters approve a revenue change.

TABOR also requires prior voter approval for the following, with certain exceptions: (i) any new State tax, State tax rate increase, extension of an expiring State tax or State tax policy change directly causing a net revenue gain to the State; or (ii) the creation of any State "multiple fiscal year direct or indirect ... debt or other financial obligation."

TABOR further requires the State to maintain an emergency reserve equal to 3% of its fiscal year spending (the "TABOR Reserve"), which may be expended only upon: (i) the declaration of a State emergency by passage of a joint resolution approved by a two-thirds majority of the members of both houses of the General Assembly and subsequently approved by the Governor; or (ii) the declaration of a disaster emergency by the Governor. The Long Bill designates the resources that constitute the TABOR Reserve, which historically have consisted of portions of various State funds plus certain State real property. The OSPB December 2020 Revenue Forecast states that the TABOR Reserve requirement for Fiscal Year 2019-20 was \$446.0 million, and estimates the TABOR Reserve requirement for Fiscal Years 2020-21 and 2021-22 to be \$427.2 million and \$456.9 million, respectively.

Fiscal Year Revenue and Spending Limits; Referendum C. As noted above, unless otherwise approved by the voters, TABOR limits annual increases in State revenues and fiscal year spending, with any excess revenues required to be refunded to taxpayers. Fiscal year spending is defined as all expenditures and reserve increases except those for refunds made in the current or next Fiscal Year or those from gifts, federal funds, collections for another government, pension contributions by employees and pension fund earnings, reserve transfers or expenditures, damage awards or property tax sales.

The maximum annual percentage change in State fiscal year spending is limited by TABOR to inflation plus the percentage change in State population in the prior calendar year, adjusted for revenue changes approved by voters after 1991, being the base year for calculating fiscal year spending. The operation of TABOR created State budget challenges in the early years following its passage, and in 2005

several measures were passed by the General Assembly in an effort to address these challenges, including one, designated “Referendum C,” that was submitted to and approved by State voters and thereafter codified as Sections 24-77-103.6 and 106.5, C.R.S. Referendum C authorized the State to retain and spend any amount in excess of the TABOR limit in Fiscal Years 2005-06 through 2009-10. In addition, for Fiscal Years 2010-11 and thereafter, Referendum C created an Excess State Revenues Cap, or “ESRC,” as a voter-approved revenue change under TABOR that now serves as the limit on the State’s fiscal year revenue retention. The base for the ESRC was established as the highest annual State TABOR revenues received in Fiscal Years 2005-06 through 2009-10. This amount, which was determined to be the revenues received in Fiscal Year 2007-08, is then adjusted for each subsequent Fiscal Year for inflation, the percentage change in State population, the qualification or disqualification of enterprises and debt service changes, each having their respective meanings under TABOR and other applicable State law. However, per SB 17-267, the ESRC for Fiscal Year 2017-18 is an amount equal to (i) the ESRC for Fiscal Year 2016-17 calculated as provided above (ii) less \$200 million. For subsequent Fiscal Years, the ESRC is to be calculated as provided above utilizing the ESRC for Fiscal Year 2017-18 as the base amount.

SB 17-267 also: (i) replaced the Hospital Provider Fee with the Healthcare Affordability and Sustainability Fee, which fee is exempt from TABOR as it is collected by an enterprise created by SB 17-267 within the Department of Health Care Policy and Financing; (ii) exempts retail marijuana from the 2.9% State sales tax, which results in less revenue subject to TABOR in Fiscal Years 2017-18 and thereafter; and (iii) extends and expands the income tax credit for business personal property taxes paid, which is projected to reduce income tax collections in Fiscal Years 2018-19 and thereafter, but will be offset in part by the distribution of a portion of the special sales tax on retail marijuana sales to the General Fund on an ongoing basis.

As a result of Referendum C, the State was able to retain various amounts in excess of the previously applicable TABOR limit in Fiscal Years 2005-06 through 2013-14, and no refunds were required because such revenues were below the ESRC. In Fiscal Year 2014-15, TABOR revenues exceeded the TABOR limit and resulted in the State being \$169.7 million above the ESRC, thus triggering a TABOR refund. TABOR revenues again exceeded the TABOR limit in Fiscal Years 2015-16 and 2016-17 but were below the ESRC, in Fiscal Year 2017-18, TABOR revenues exceeded the TABOR limit and resulted in the State being \$18.5 million above the ESRC, again triggering a TABOR refund, and in Fiscal Year 2018-19, TABOR revenues exceeded the TABOR limit and resulted in the State being \$428.3 million above the ESRC, again triggering a TABOR refund. TABOR revenues are forecast in the OSPB December 2020 Revenue Forecast to exceed the TABOR limit in Fiscal Years 2019-20 and 2020-21 but not to exceed the ESRC.

SB 17-267 also changed the TABOR refund mechanisms. Under prior law, the means by which revenues in excess of the ESRC could be refunded to taxpayers included: (i) a sales tax refund to all taxpayers, (ii) the earned income tax credit to qualified taxpayers and (iii) a temporary income tax rate reduction, the particular refund mechanism used to be determined by the amount that needs to be refunded. Per SB 17-267, beginning with Fiscal Year 2017-18, there is added as the first refund mechanism the amount reimbursed by the State Treasurer to county treasurers in the year of the TABOR refund for local property tax revenue losses attributable to certain property tax exemptions. See also “APPENDIX A – THE STATE GENERAL FUND – General Fund Overview.”

Referendum C also created the “General Fund Exempt Account” within the General Fund, to which there is to be credited moneys equal to the amount of TABOR revenues in excess of the TABOR limit that the State retains for a given Fiscal Year pursuant to Referendum C. Such moneys may be appropriated or transferred by the General Assembly for the purposes of: (i) health care; (ii) public elementary, high school and higher education, including any related capital construction; (iii) retirement plans for firefighters and police officers if the General Assembly determines such funding to be necessary; and (iv) strategic transportation projects in the Colorado Department of Transportation Strategic Transportation Project Investment Program.

Voter Approval to Retain and Spend Certain Marijuana Taxes Associated with Proposition

AA. At the general election held on November 3, 2015, the State’s voters authorized the State to retain and spend \$66.1 million in sales and excise taxes on the sale of marijuana and marijuana products (“Marijuana Taxes”) authorized by Proposition AA approved by the State’s voters in November of 2013 that otherwise would have been subject to a required refund to taxpayers in Fiscal Year 2015-16 pursuant to TABOR. HB 15-1367, which referred the measure to the State’s voters as Proposition BB, also provides for the allocation of the retained amount for public school capital construction, for various purposes such as law enforcement, youth programs and marijuana education and prevention programs and for use by the General Fund for any purpose. For more information on how these amounts are treated in the General Fund, see the discussion in “General Fund and State Education Fund Budget” in the OSPB December 2020 Revenue Forecast. SB 17-267 increased the special sales tax on retail marijuana sales from 10% to 15% effective July 1, 2017.

Effect of TABOR on the Series 2020B Notes. Voter approval under TABOR is not required for the issuance of the Series 2020B Notes as they are both issued and payable within the same Fiscal Year and as such do not constitute a “multiple fiscal year direct or indirect ... debt or other financial obligation” within the meaning of TABOR. Further, the revenue and spending limits of TABOR are not expected to affect the ability of the State to collect and spend the Pledged Revenues for the payment of the principal of and interest on the Series 2020A Notes, the Series 2020B Notes and any additional Parity Lien Notes.

State Funds

The General Fund. The principal operating fund of the State is the General Fund. All revenues and moneys not required by the State Constitution or statutes to be credited and paid into a special State fund are required to be credited and paid into the General Fund. The General Fund is discussed in detail in “APPENDIX A – THE STATE GENERAL FUND.”

Other Funds. The State also maintains a large number of statutorily created special funds for which specific revenues are designated for specific purposes. Some of these special funds are considered Borrowable Resources available to pay the principal of and interest on the Series 2020B Notes and on education loan anticipation notes issued by the State. See “SELECTED FUNDS ELIGIBLE FOR INVESTMENT IN DISTRICT NOTES IN THE EVENT OF A DEFAULT IN THE REPAYMENT OF PROGRAM LOANS - Borrowable Resources” and “DEBT AND CERTAIN OTHER FINANCIAL OBLIGATIONS – Note Issues of the State.”

Budget Process and Other Considerations

Phase I (Executive). The budget process begins in June of each year when State departments reporting to the Governor prepare both operating and capital budgets for the Fiscal Year beginning 13 months later. In August, these budgets are submitted to the OSPB, a part of the Governor’s office, for review and analysis. The OSPB advises the Governor on departmental budget requests and overall budgetary status. Budget decisions are made by the Governor following consultation with affected departments and the OSPB. Such decisions are reflected in the first budget submitted in November for each department to the Joint Budget Committee, as described below. In January, the Governor makes additional budget recommendations to the Joint Budget Committee for the budget of all branches of the State government, except that the elected executive officials, the judicial branch and the legislative branch may also make recommendations to the Joint Budget Committee for their own budgets.

Phase II (Legislative). The Joint Budget Committee, consisting of three members from each house of the General Assembly, develops the legislative budget proposal embodied in the Long Bill, which is introduced in and approved by the General Assembly. Following receipt of testimony by State departments and agencies, the Joint Budget Committee marks up the Long Bill and directs the manner in which appropriated funds are to be spent. The Long Bill includes: (i) General Fund appropriations, supported by general purpose revenue such as taxes; (ii) General Fund Exempt appropriations primarily

funded by TABOR-exempt or excess TABOR revenues retained under Referendum C; (iii) cash fund appropriations supported primarily by grants, transfers and departmental charges for services; (iv) reappropriated amounts funded by transfers and earnings appropriated elsewhere in the Long Bill; and (v) estimates of federal funds to be expended that are not subject to legislative appropriation. The Long Bill usually is reported to the General Assembly in March or April with a narrative text. Under current practice, the Long Bill is reviewed and debated in party caucuses in each house. Amendments may be offered by each house, and the Joint Budget Committee generally is designated as a conference committee to reconcile differences. The Long Bill always has been adopted prior to commencement of the Fiscal Year in July. Specific bills creating new programs or amending tax policy are considered separately from the Long Bill in the legislative process. The General Assembly takes action on these specific bills, some of which include additional appropriations separate from the Long Bill.

Phase III (Executive). The Governor may approve or veto the Long Bill or any specific bills. In addition, the Governor may veto line items in the Long Bill or any other bill that contains an appropriation. The Governor’s vetoes are subject to override by a two-thirds majority of each house of the General Assembly.

Phase IV (Legislative). During the Fiscal Year for which appropriations have been made, the General Assembly may increase or decrease appropriations through supplemental appropriations. Any supplemental appropriations are considered amendments to the Long Bill and are subject to the line item veto of the Governor.

Revenues and Unappropriated Amounts. For each Fiscal Year, a statutorily defined amount of unrestricted General Fund year-end balances is required to be retained as a reserve (as previously defined, the “Unappropriated Reserve”), which may be used for possible deficiencies in General Fund revenues. Unrestricted General Fund revenues that exceed the required Unappropriated Reserve, based upon revenue estimates, are then available for appropriation, unless they are obligated by statute for another purpose. In response to economic conditions and their effect on estimated General Fund revenues, the General Assembly periodically modifies the required amount of the Unappropriated Reserve. Set forth in the following table are the Unappropriated Reserve requirements for Fiscal Years 2015-16 through 2020-21. See also “APPENDIX A – THE STATE GENERAL FUND – General Fund Overview.”

**State of Colorado
Unappropriated Reserve Requirement**

<u>Fiscal Years</u>	<u>Unappropriated Reserve Requirement¹</u>
2015-16 ²	5.60%
2016-17 ²	6.00
2017-18 ²	6.50
2018-19 ³	7.25
2019-20 ⁴	3.07
2020-21 ⁴	2.86

¹ The Unappropriated Reserve requirement, which is codified as Section 24-75-201.1(1)(d), C.R.S., is a percentage of the amount appropriated for expenditure from the General Fund in the applicable Fiscal Year. Per HB 16-1419 and SB 16-218, for Fiscal Year 2015-16 only, the percentage is of the amount subject to the appropriations limit minus the amount of income tax revenue required by to be diverted to a reserve fund to fund severance tax refunds resulting from the ruling of the Colorado Supreme Court on April 25, 2016, in *BP America Production Company v. Colorado Department of Revenue*. See “General Fund Overview” table in “APPENDIX A – THE STATE GENERAL FUND – General Fund Overview,” and the section of the OSPB December 2020 Revenue Forecast captioned “CASH FUND REVENUE FORECAST – Severance Tax Revenue.”

² Per SB 15-251, in Fiscal Years 2015-16 through 2017-18, General Fund appropriations for lease-purchase agreement payments made in connection with certificates of participation sold to fund certain capital projects were made exempt from the reserve calculation requirement. See “DEBT AND CERTAIN OTHER FINANCIAL OBLIGATIONS – The State, State Departments and Agencies.”

³ Per SB 18-276, the Unappropriated Reserve requirement was increased to 7.25% for Fiscal Year 2018-19. The legislation also removed the exemption of General Fund appropriations for lease purchase agreement payments made in connection with certificates of participation from the reserve calculation requirements.

⁴ Per HB 20-1383, the Unappropriated Reserve requirement was reduced to 3.07% for Fiscal Year 2019-20 and 2.86% for Fiscal Years 2020-21 and 2021-22 and then reverts to 7.25% for Fiscal Years 2022-23 and thereafter. The Governor’s November 2020 budget request raises the Unappropriated Reserve requirement to 10.00% beginning in Fiscal Year 2021-22.

Source: State Treasurer’s Office

The OSPB December 2020 Revenue Forecast states that the State ended Fiscal Year 2019-20 with reserves of \$1,825.2 million (preliminary), being \$1,462.8 million above the 3.07% Unappropriated Reserve requirement applicable to such Fiscal Year, and forecasts that the State will end Fiscal Year 2020-21 with reserves of \$2,144.7 million, being \$311.0 million above the 2.86% Unappropriated Reserve requirement currently applicable to such Fiscal Year. These figures are based on revenue and budget information available when the OSPB December 2020 Revenue Forecast was completed, and as such are subject to change in subsequent OSPB revenue forecasts based on new information on revenue and expenditures.

See also generally “APPENDIX A – THE STATE GENERAL FUND – General Fund Overview – Revenue Estimation; OSPB Revenue and Economic Forecasts” and “APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST.”

Expenditures, Balanced Budget and Statutory Spending Limitation. The State Constitution mandates that expenditures for any Fiscal Year may not exceed available resources for such Fiscal Year. Total unrestricted General Fund appropriations for each Fiscal Year are limited as provided in Section 24-75-201.1, C.R.S., to: (i) such moneys as are necessary for reappraisals of any class or classes of taxable property for property tax purposes as required by Section 39-1-105.5, C.R.S., plus (ii) an amount equal to 5% of Colorado personal income (as reported by the U.S. Bureau of Economic Analysis for the calendar year preceding the calendar year immediately preceding a given Fiscal Year). Excluded from this appropriations limit are: (i) any General Fund appropriation that, as a result of any requirement of federal law, is made for any new program or service or for any increase in the level of service for any existing program beyond the existing level of service; (ii) any General Fund appropriation that, as a result of any requirement of a final State or federal court order, is made for any new program or service or for any increase in the level of service for an existing program beyond the existing level of service; or (iii) any General Fund appropriation of any moneys that are derived from any increase in the rate or amount of any tax or fee that is approved by a majority of the registered electors of the State voting at any general election.

The limitation on the level of General Fund appropriations may be exceeded for a given Fiscal Year upon the declaration of a State fiscal emergency by the General Assembly, which may be declared by the passage of a joint resolution approved by a two-thirds majority vote of the members of both houses of the General Assembly and approved by the Governor.

See “Taxpayer’s Bill of Rights” above for a discussion of fiscal year spending and revenue limits imposed on the State by TABOR and changes to these limits as the result of the approval of Referendum C.

Fiscal Year Spending and Emergency Reserves. Through TABOR, the State Constitution imposes restrictions on increases in fiscal year spending without voter approval and requires the State to maintain the TABOR Reserve. See “Taxpayer’s Bill of Rights” in this section for a discussion of the effects of the State Constitution on the State’s financial operations.

Fiscal Controls and Financial Reporting

No moneys may be disbursed to pay any appropriations unless a commitment voucher has been prepared by the agency seeking payment and submitted to the central accounting system, which is managed by the Office of the State Controller, a division of the Department of Personnel & Administration. The State Controller is the head of the Office of the State Controller. The State Controller or his delegate have statutory responsibility for reviewing each commitment voucher submitted to determine whether the proposed expenditure is authorized by appropriation, whether the appropriation contains sufficient funds to pay the expenditure and whether the prices are fair and reasonable. All payments from the State Treasury

are made by warrants checks signed by the State Controller and countersigned by the State Treasurer, or by electronic funds transfer. The signature of the State Controller on a warrant or check is full authority for the State Treasurer to pay the warrant or check upon presentation.

The State Controller is appointed by the Executive Director of the Department of Personnel & Administration. Except for certain institutions of higher education which have elected to establish their own fiscal rules, the State Controller has statutory responsibility for coordinating all procedures for financial administration and financial control in order to integrate them into an adequate and unified system, conducting all central accounting and issuing warrants or checks for payment of claims against the State. The State Controller prepares a Comprehensive Annual Financial Report, or “CAFR,” in accordance with generally accepted accounting principles (“GAAP”) applicable to governmental entities, with certain statutory exceptions for budget compliance and reporting. The State’s CAFR for Fiscal Year 2018-19 (the “Fiscal Year 2018-19 CAFR”) is appended to this Official Statement and includes the most current audited annual financial statements for the State. Unaudited basic financial statements for the State, as required by Section 24-30-204, C.R.S., for Fiscal Year 2019-20 (the “Fiscal Year 2019-20 UBFS”) are also appended to this Official Statement. The State believes that there will not be any material adverse change in the financial condition of the State with the Fiscal Year 2019-20 CAFR, which is currently scheduled to be released by the end of January 2021.

The State implemented a new integrated financial system in July 2014 and has been experiencing various issues, including the labor allocation process which continues to utilize the State’s legacy payroll system. The longer time period to complete labor allocation, the first time closing in the new system and developing financial statement reports caused delays in closing the books and producing the State’s financial statements. This resulted in delays in the release of the State’s CAFRs for Fiscal Years 2014-15 and 2015-16 and the inability of the State to timely submit its audited financial statements for posting on EMMA as required by various continuing disclosure undertakings entered into by the State, the State Treasurer and certain State departments and agencies that utilize the State’s credit. See “CONTINUING DISCLOSURE – Compliance With Other Continuing Disclosure Undertakings.”

Basis of Accounting

For a detailed description of the State’s basis of accounting, see Note 1 to the audited financial statements included in the State’s Fiscal Year 2018-19 CAFR appended to this Official Statement.

Basis of Presentation of Financial Results and Estimates

The financial reports and financial schedules contained in this Official Statement are based on principles that may vary based on the requirements of the report or schedule. The cash flow schedules include all financial activity reported specifically in the General Purpose Revenue Fund on a cash basis, while the Fund level financial statements and revenue estimates are primarily prepared on the modified accrual basis of accounting. Revenue estimates are prepared for those revenues that are related primarily to the general taxing powers of the State and to a lesser degree include intergovernmental transactions, charges for services and receipts from the federal government. The General Fund as defined in the financial statements includes revenues and expenditures for certain special cash receipts that are related to fees, permits and other charges rather than to the general taxing power of the State. See also “APPENDIX A – THE STATE GENERAL FUND – General” for a discussion of the distinction between the statutory General Fund and the GAAP General Fund.

Financial Audits

Financial and post-performance audits of all State agencies are performed by the State Auditor (the “Auditor”) through the Auditor’s staff as assisted by independent accounting firms selected solely by the Auditor. The Auditor is an employee of the legislative branch and is appointed for a term of five years by the General Assembly based on the recommendations of the Legislative Audit Committee of the General Assembly. The present Auditor has been appointed to a term expiring on June 30, 2021. The Legislative Audit Committee is comprised of members of both houses of the General Assembly and has responsibility to direct and review audits conducted by the Auditor.

The Office of the State Auditor, being the State’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 presented in the Fiscal Year 2018-19 CAFR and the Fiscal Year 2019-20 UBFS, nor has the State Auditor performed any procedures relating to this Official Statement.

Investment and Deposit of State Funds

The State Treasurer is empowered by Articles 36 and 75 of Title 24, C.R.S., as well as other State statutes, to invest State funds in certain public and non-public fixed income securities. In making such investments, the State Treasurer is to use prudence and care to preserve the principal and to secure the maximum rate of interest consistent with safety and liquidity. The State Treasurer is also required to formulate investment policies regarding the liquidity, maturity and diversification appropriate to each fund or pool of funds in the State Treasurer’s custody available for investment. In accordance with this directive, the State Treasurer has developed standards for each portfolio to establish the asset allocation, the level of liquidity, the credit risk profile, the average maturity/duration and performance monitoring measures appropriate to the public purpose and goals of each State fund.

The State Treasurer is also authorized to deposit State funds in national or state chartered banks and savings and loan associations having a principal office in the State and designated as an eligible public depository by the State Banking Board or the State Commissioner of Financial Services, respectively. To the extent that the deposits exceed applicable federal insurance limits, they are required to be collateralized with eligible collateral (as defined by statute) having a market value at all times equal to at least 100% of the amount of the deposit that exceeds federal insurance (102% for banks).

See also Notes 3 and 4 to the State’s Fiscal Year 2018-19 CAFR and the Fiscal Year 2019-20 UBFS appended to this Official Statement and “APPENDIX A – THE STATE GENERAL FUND – Investment of the State Pool.”

SELECTED STATE FUNDS ELIGIBLE FOR INVESTMENT IN DISTRICT NOTES IN THE EVENT OF A DEFAULT IN THE REPAYMENT OF PROGRAM LOANS

General

On the Closing Date, the State Treasurer is required to deposit to the Interest Subaccount of the ETRANS 2020-21 Repayment Account, from Current General Fund Revenues then available, an amount equal to the interest to accrue on the Series 2020B Notes from the Closing Date to the Series 2020B Notes Maturity Date. See “The State General Fund” below and “APPENDIX A – THE STATE GENERAL FUND.”

The State Resolution also requires the State Treasurer to credit to the Principal Subaccount of the ETRANS 2020-21 Repayment Account all amounts received from the Participating Districts on or before June 25, 2021, in repayment of their Program Loans. However, if on June 26, 2020 the amount credited to the Principal Subaccount of the ETRANS 2020-21 Repayment Account is less than the principal amount of the Series 2020A Notes, the Series 2020B Notes and any additional Parity Lien Notes, the State Resolution requires the State Treasurer to deposit the amount of the deficiency to the Principal Subaccount from any funds on hand or in the custody or possession of the State Treasurer and eligible for investment in the District Notes. The State Resolution further provides that the State Treasurer is to first utilize all other funds that are eligible for investment in the District Notes prior to the application of Current General Fund Revenues or Borrowable Resources that are eligible for investment in the District Notes. See “THE SERIES 2020B NOTES – Security and Sources of Payment – *The ETRANS 2020-21 Repayment Account.*”

The ability of the State Treasurer to use Current General Fund Revenues or Borrowable Resources that are eligible for investment in the District Notes to fund a deficiency in the Principal Subaccount of the ETRANS 2020-21 Repayment Account is subordinate to the use of such funds for payment of any general fund tax and revenue anticipation notes of the State issued during Fiscal Year 2020-21, including, without limitation, the State Series 2020 General Fund Notes. See “INVESTMENT CONSIDERATIONS – Liquidity Sources in the Event of a Default in the Repayment of Program Loans; Subordination of Certain State Funds” and “APPENDIX A – THE STATE GENERAL FUND.”

Certain State Funds Eligible for Investment in the District Notes

A deficiency in the Principal Subaccount of the ETRANS 2020-21 Repayment Account on June 25, 2021, is required to be funded by the State Treasurer first from all other funds that are eligible for investment in the District Notes prior to the application of Current General Fund Revenues or Borrowable Resources that are eligible for investment in the District Notes. However, such covenant does not constitute a pledge of or lien on any such funds for that purpose, and there is no limit on the availability or use of such funds for any other purpose permitted or required by law. Further, the State Treasurer has both a statutory and a fiduciary obligation to use prudence and care in investing State funds. See “STATE FINANCIAL INFORMATION – Investment and Deposit of State Funds.”

If it becomes necessary to make a deposit to the Principal Subaccount of the ETRANS 2020-21 Repayment Account in order to fund a deficiency therein, the State Resolution requires the State Treasurer to take such actions as may be necessary to identify and designate the District Notes as an investment of the State funds used to make such deposit, and the Owners of the Series 2020B Notes will have no right or claim to any amounts received by the State under the District Notes after June 25, 2021. See also “INVESTMENT CONSIDERATIONS – Liquidity Sources in the Event of a Default in the Repayment of Program Loans; Subordination of Certain State Funds,” “STATE FINANCIAL INFORMATION – Investment and Deposit of State Funds” and “APPENDIX A – THE STATE GENERAL FUND.”

By constitutional or statutory provision and judicial decision, certain State funds, including, without limitation, the State Education Fund, the Highway Users Tax Fund, the Public School Permanent Fund and the TABOR Emergency Reserve Fund, are not Borrowable Resources although moneys therein may be eligible for investment by the State Treasurer. The two State funds in this category with the largest current balances that are eligible for investment, and thus the State funds that are likely to be considered first by the State Treasurer as an available source of investment in the District Notes in order to provide liquidity in the Principal Subaccount of the ETRANS 2020-21 Repayment Account in the event of a deficiency therein, are the State Education Fund and the State Highway Fund. Prospective investors are cautioned, however, that these State funds are neither required to be utilized by the State

Treasurer, nor pledged for such purpose. The making of such investment by the State Treasurer, and the determination of the State fund or funds, if any, to be used therefor, is in all cases subject to the application of the investment policies for the various State funds established by statute and the State Treasurer for such State funds and the exercise of the discretion and fiduciary obligation of the State Treasurer in the investment of State funds. Accordingly, no representation or warranty is made herein that the State Treasurer will in fact utilize amounts available in these State funds, if necessary, to provide liquidity to fund a deficiency in the Principal Subaccount of the ETRANS 2020-21 Repayment Account. See also “STATE FINANCIAL INFORMATION – Investment and Deposit of State Funds.”

The State Education Fund. The State Education Fund was established by Amendment 23. Amendment 23 also mandates that an amount equal to all State revenues collected from a tax of one-third of one percent on federal taxable income, as modified by law, of every individual, estate, trust and corporation, as defined by law, is to be deposited into the State Education Fund, and that such funds are exempt from the revenue limitations of TABOR. See “STATE FINANCIAL INFORMATION – Taxpayer’s Bill of Rights.” The General Assembly may appropriate moneys from the State Education Fund only to increase funding in preschool through 12th grade education or for purposes specifically provided in Amendment 23 as discussed in “SOURCE OF PAYMENT OF PROGRAM LOANS – State Equalization Funding – Amendment 23.” The State Education Fund represents a shift of General Fund moneys to a restricted cash fund. Moneys in the State Education Fund may not be transferred to the General Fund, and consequently the State Education Fund is not a Borrowable Resource.

The following information has been provided by the State Treasurer’s office to show the actual cash and short term investment balances in the State Education Fund at June 30 since Fiscal Year 2014-15.

State of Colorado
State Education Fund Actual Cash and Short Term Investment Balances
(Dollar amounts expressed in millions)

<u>At</u> <u>June 30</u>	<u>Cash and</u> <u>Investment Balance</u>
2015	\$693.8
2016	302.4
2017	102.2
2018	204.8
2019	176.0
2020 (projected)	166.7
2021 (projected)	456.0

Source: State Treasurer’s Office

The State Highway Fund. The State Highway Fund is established by Section 43-1-219, C.R.S. All receipts from the following sources are to be credited to the State Highway Fund: (i) such appropriations as may, from time to time, be made by law to the State Highway Fund from excise tax revenues; (ii) all revenues accruing to the State Highway Fund by law, by way of excise taxation from the imposition of any license, registration fee or other charge with respect to the operation of any motor vehicle upon any public highways in the State, and the proceeds from the imposition of any excise tax on gasoline or other liquid motor fuel; and (iii) certain receipts from the Limited Gaming Fund. Moneys in the State Highway Fund are to be expended for, among other things, the construction, reconstruction, repair, improvement, planning, supervision and maintenance of the State highway system and other public highways, including any county and municipal roads and highways, together with the acquisition of rights-of-way and access rights for the same; provided, however, that receipts from the Limited Gaming Fund are to be used solely for public roads and highways leading to and within a 50-mile radius of any limited gaming community (currently Black Hawk, Central City, Cripple Creek and any Indian lands where limited gaming is authorized). Moneys in the State Highway Fund may not be transferred to the General Fund, and consequently the State Highway Fund is not a Borrowable Resource.

The following information has been provided by the State Treasurer’s office to show the actual cash balances in the State Highway Fund at June 30 since Fiscal Year 2014-15.

State of Colorado
State Highway Fund Actual Cash and Short Term Investment Balances
(Dollar amounts expressed in millions)

<u>At June 30</u>	<u>Cash and Investment Balance</u>
2015	\$795.3
2016	706.9
2017	541.2
2018	572.1
2019	707.0
2020 (projected)	599.0
2021 (projected)	640.0

Source: State Treasurer’s Office

Borrowable Resources

Borrowable Resources consist of over 600 State funds and accounts other than the General Fund. By constitutional or statutory provision and judicial decision, certain State funds, such as the Public School Permanent Fund, the State Education Fund, the Highway Users Tax Fund and the TABOR Emergency Reserve Fund, are not Borrowable Resources. Borrowable Resources are considered to be moneys in the State pool, and as such are invested as described in “STATE FINANCIAL INFORMATION – Investment and Deposit of State Funds” and “APPENDIX A – THE STATE GENERAL FUND – Investment of the State Pool.”

The ability of the State Treasurer to utilize Borrowable Resources to fund a deficiency in the Principal Subaccount of the ETRANS 2020-21 Repayment Account will depend upon the availability of funds in the State Treasury that are eligible for investment in the District Notes, and is subordinate to the use of such funds for payment of any general fund tax and revenue anticipation notes of the State issued during Fiscal Year 2020-21, including, without limitation, the State Series 2020 General Fund Notes. The availability of Borrowable Resources may also be affected by the State’s statutory obligation to assure the timely payment of certain school district bonds and lease obligations pursuant to Section 22-41-110, C.R.S., commonly referred to as the “State Intercept Act.”

The following tables set forth the actual and estimated Borrowable Resources for Fiscal Years 2019-20 and 2020-2021. The estimates in the tables are based on various assumptions made by the State Treasurer’s office, which are subject to uncertainties. Inevitably, some assumptions used to develop the forecasted amounts will not be realized, and unanticipated events and circumstances may occur. Therefore, there are likely to be differences between the forecasted amounts in the tables and the amounts ultimately realized, and such differences may be material. See also the cautionary statement in “PRELIMINARY NOTICES” on the inside front cover of this Official Statement regarding forward-looking statements. See also “STATE FINANCIAL INFORMATION – Fiscal Controls and Financial Reporting.”

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State of Colorado
Actual Borrowable Resources
Fiscal Year 2019-20 ^{1,2,3}

(Amounts expressed in millions; totals may not add due to rounding)

	July 2019	Aug 2019	Sept 2019	Oct 2019	Nov 2019	Dec 2019	Jan 2020	Feb 2020	Mar 2020	Apr 2020	May 2020	June 2020
Aviation Fund	\$ 18.4	\$ 18.8	\$ 19.1	\$ 18.3	\$ 19.3	\$ 19.1	\$ 18.6	\$ 19.6	\$ 20.4	\$ 19.6	\$ 19.4	\$ 19.8
Capital Construction Fund	140.2	147.7	145.1	137.3	127.5	120.9	105.1	83.9	73.4	89.6	56.8	57.7
College Scholarship Fund	23.6	25.3	9.1	9.1	23.0	90.6	89.3	60.2	22.7	24.4	23.9	16.5
Colorado Student Obligation Bond Authority – Administration	40.7	41.4	51.2	49.8	47.6	39.3	41.8	40.9	41.1	40.7	41.2	52.8
Hazardous Substance Fund	9.9	9.8	10.2	10.2	10.1	9.8	10.1	9.9	9.8	10.0	10.1	10.4
Higher Education Funds ³	1,169.1	1,438.8	1,586.7	1,536.7	1,475.4	1,410.3	1,567.7	1,629.0	1,629.1	1,561.8	1,461.7	1,544.6
Hospital Provider Fee	72.0	21.3	22.7	30.5	37.5	44.2	55.6	68.9	67.8	77.7	87.1	23.0
Limited Gaming Fund	4.2	0.3	0.4	0.7	1.1	1.4	1.8	2.2	2.6	3.1	3.5	4.0
Lottery Fund	47.5	52.4	35.8	45.0	52.9	43.0	50.8	54.3	36.1	45.8	55.7	38.6
Mineral Impact Fund	91.6	101.2	62.5	75.5	85.8	73.1	81.5	91.1	83.2	96.4	107.5	82.7
School Capital Construction Assistance	298.0	342.9	334.2	328.9	344.1	354.4	363.9	414.5	385.6	387.9	415.6	420.6
State and Local Severance Tax Funds	137.4	136.9	128.8	133.6	124.8	132.7	134.9	137.4	142.6	150.6	156.0	154.8
State Public School Fund	54.8	29.1	67.2	37.1	7.7	38.3	12.4	1.4	46.8	23.1	14.7	4.8
Tobacco Tax Funds	30.1	32.4	27.4	31.5	33.1	29.4	32.9	34.1	29.5	32.4	33.4	2.1
Water Conservation Construction Fund	180.7	184.6	212.3	209.0	204.4	215.6	210.3	203.1	212.3	226.8	232.4	239.5
Workers' Compensation Fund	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other Borrowable Resources	1,990.8	1,979.6	2,246.1	1,926.3	1,812.9	2,233.0	2,136.5	2,144.6	2,110.1	2,019.6	2,232.5	1,355.3
Total Borrowable Resources	4,309.0	4,562.4	4,958.8	4,579.5	4,407.2	4,855.2	4,913.1	4,995.2	4,913.1	4,809.5	4,951.6	4,027.2
Total General Fund	376.1	213.7	(304.9)	106.9	291.8	(850.9)	(79.8)	(70.9)	(941.3)	(77.8)	294.2	1,825.2
Less: Notes Issued and Outstanding	(600.0)	(600.0)	(600.0)	(600.0)	(600.0)	(600.0)	(600.0)	(600.0)	(600.0)	(600.0)	(600.0)	--
Net Borrowable Resources	\$4,085.1	\$4,176.1	\$4,053.9	\$4,086.4	\$4,099.0	\$3,404.3	\$4,233.3	\$4,324.3	\$3,371.8	\$4,131.6	\$4,645.9	\$5,852.4

¹ This table shows monthly balances for 16 individual funds plus over 600 other funds and accounts of the State constituting Borrowable Resources. Such funds do not represent State funds with the largest fund balances and are included in this table to be consistent with the Borrowable Resources disclosures provided by the State in the last several years.

² The information in this table is presented on a cash basis, and is not directly comparable to similar information included in the State's CAFRs, which is presented on the modified accrual and accrual basis.

³ The amounts shown for Higher Education primarily represent cash balances in institutions of higher education other than certain institutions that have statutory authority to operate their own Treasury.

Source: State Treasurer's Office

State of Colorado
Actual and Estimated Borrowable Resources
Fiscal Year 2020-21^{1,2,3}

(Amounts expressed in millions; totals may not add due to rounding)

	Actual					Estimated						
	July 2020	Aug 2020	Sept 2020	Oct 2020	Nov 2020	Dec 2020	Jan 2021	Feb 2021	Mar 2021	Apr 2021	May 2021	June 2021
Aviation Fund	\$ 20.2	\$ 20.6	\$ 21.0	\$ 20.1	\$ 21.3	\$ 21.0	\$ 20.4	\$ 21.5	\$ 22.5	\$ 21.5	\$ 21.3	\$ 21.7
Capital Construction Fund	60.8	64.1	63.0	59.6	55.3	52.5	45.6	36.4	31.8	38.9	24.6	25.1
College Scholarship Fund	17.7	18.9	6.8	6.8	17.2	68.0	67.0	45.1	17.0	18.3	17.9	12.4
Colorado Student Obligation Bond Authority – Administration	53.7	54.6	67.5	65.7	62.9	51.8	55.1	53.9	54.2	53.7	54.4	69.7
Hazardous Substance Fund	10.3	10.2	10.6	10.6	10.5	10.2	10.5	10.3	10.2	10.4	10.5	10.8
Higher Education Funds ⁴	1,233.8	1,518.4	1,674.5	1,621.7	1,557.0	1,488.3	1,654.5	1,719.1	1,719.3	1,648.2	1,542.6	1,630.0
Hospital Provider Fee	72.0	21.3	22.7	30.5	37.5	44.2	55.6	68.9	67.8	77.7	87.1	23.0
Limited Gaming Fund	4.2	0.3	0.4	0.7	1.1	1.4	1.8	2.2	2.6	3.1	3.5	4.0
Lottery Fund	42.7	47.1	32.1	40.4	47.5	38.6	45.7	48.7	32.5	41.1	50.0	34.7
Mineral Impact Fund	91.3	100.8	62.2	75.2	85.5	72.9	81.2	90.7	82.8	96.0	107.1	82.4
School Capital Construction Assistance	484.0	556.9	542.7	534.0	558.8	575.5	590.9	673.1	626.1	629.9	675.0	683.0
State and Local Severance Tax Funds	154.2	153.6	144.5	149.9	139.9	148.8	151.3	154.2	159.9	169.0	175.0	173.7
State Public School Fund	2.5	1.3	3.1	1.7	0.4	1.8	0.6	0.1	2.2	1.1	0.7	0.2
Tobacco Tax Funds	2.3	2.4	2.1	2.4	2.5	2.2	2.5	2.6	2.2	2.4	2.5	0.2
Water Conservation Construction Fund	244.6	249.8	287.3	282.8	276.6	291.8	284.6	274.9	287.3	307.0	314.5	324.2
Workers' Compensation Fund	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other Borrowable Resources	1,347.7	1,340.1	1,520.5	1,304.0	1,435.3	2,233.0	2,136.5	2,210.0	1,736.2	1,661.8	2,062.0	924.6
Total Borrowable Resources	3,841.9	4,160.4	4,461.1	4,206.3	4,309.3	5,102.0	5,203.7	5,411.9	4,854.7	4,780.0	5,148.8	4,019.5
Total General Fund	1,469.3	1,311.9	795.2	1,189.6	1,403.2	220.3	1,057.9	1,077.3	172.2	1,140.0	1,564.5	2,144.7
Less: Notes Issued and Outstanding	(600.0)	(600.0)	(600.0)	(600.0)	(600.0)	(600.0)	(600.0)	(600.0)	(600.0)	(600.0)	(600.0)	--
Net Borrowable Resources	\$4,711.1	\$4,872.3	\$4,656.3	\$4,795.9	\$5,112.4	\$4,722.3	\$5,661.6	\$5,889.2	\$4,426.8	\$5,320.0	\$6,113.3	\$6,164.2

¹ This table shows monthly balances for 16 individual funds plus over 600 other funds and accounts of the State constituting Borrowable Resources. Such funds do not represent State funds with the largest fund balances and are included in this table to be consistent with the Borrowable Resources disclosures provided by the State in the last several years.

² The information in this table is presented on a cash basis estimate, and is not directly comparable to similar information to be included in the State's CAFR, which will be presented on the modified accrual and accrual basis.

³ Amounts in this table include estimates made by the State Treasurer's office based on various assumptions and are subject to change. No representation or guaranty is made herein that such estimates will be realized. See also the cautionary statement in "PRELIMINARY NOTICES" on the inside front cover of this Official Statement regarding forward-looking statements.

⁴ The amounts shown for Higher Education primarily represent cash balances in institutions of higher education other than certain institutions that have statutory authority to operate their own Treasury.

Source: State Treasurer's Office

The State General Fund

The General Fund is the principal operating fund of the State. All revenues and moneys not required by the State Constitution or statutes to be credited and paid into a special State fund are required to be credited and paid into the General Fund. As required by recent changes in GAAP, the General Fund reported in the State's Fiscal Year 2010-11 CAFR and subsequent CAFRs includes a large number of statutorily created special State funds that do not meet the GAAP requirements to be presented as Special Revenue Funds. To make the distinction between the statutory General Fund and the GAAP General Fund, the CAFR refers to the statutory General Fund as the General Purpose Revenue Fund. The revenues in the General Purpose Revenue Fund are not collected for a specific statutory use but rather are available for appropriation for any purpose by the General Assembly. The following discussion of the General Fund represents the legal and accounting entity referred to in the State's Fiscal Year 2018-19 CAFR as the General Purpose Revenue Fund.

It is presently anticipated that a deficiency in the Principal Subaccount of the ETRANS 2020-21 Repayment Account would be funded from Current General Fund Revenues eligible for investment in the District Notes only after all other sources of funding therefor have been utilized. In addition, the right of the State Treasurer to use Current General Fund Revenues for this purpose is subordinate to the use of such funds for payment of any general fund tax and revenue anticipation notes of the State issued during Fiscal Year 2020-21, including, without limitation, the State Series 2020 General Fund Notes. See "APPENDIX A – THE STATE GENERAL FUND" for a discussion of the General Fund.

DEBT AND CERTAIN OTHER FINANCIAL OBLIGATIONS

The State, State Departments and Agencies

The State Constitution prohibits the State from incurring debt except for limited purposes, for limited periods of time and in inconsequential amounts. The State courts have defined debt to mean any obligation of the State requiring payment out of future years' general revenues. The State currently has, and upon issuance of the Series 2020B Notes will have, no outstanding general obligation debt.

The State is authorized to and has entered into lease-purchase agreements in connection with various public projects, some of which have been financed by the sale of certificates of participation in the revenues of the related lease-purchase agreements. The obligations of the State to make lease payments under such agreements each Fiscal Year are contingent upon annual appropriations by the General Assembly. See Notes 11 and 12 to the State's Fiscal Year 2019-20 UBFS appended to this Official Statement for a discussion of the outstanding lease-purchase agreements entered into by the State as of June 30, 2020, as well as the aggregate minimum lease payments due under such lease-purchase agreements entered into by the State for Fiscal Years 2019-20 and thereafter. See also Note 21 to the State's Fiscal Year 2019-20 UBFS appended to this Official Statement for a discussion of lease-purchase agreements entered into by the State after June 30, 2020, but before publication of the Fiscal Year 2019-20 UBFS.

In addition to lease-purchase agreements, the State is authorized to enter into lease or rental agreements for buildings and/or equipment, all of which contain a stipulation that continuation of the lease is subject to funding by the General Assembly. Historically, these agreements have been renewed in the normal course of business and are therefore treated as non-cancelable for financial reporting purposes. In addition, these agreements generally are entered into through private negotiation with lessors, banks or other financial institutions rather than being publicly offered. See Notes 10 and 12 to the State's Fiscal Year 2019-20 UBFS appended to this Official Statement for a discussion of the outstanding lease/rental

agreements entered into by the State as of June 30, 2020, as well as the aggregate minimum payment obligations under such agreements in Fiscal Years 2019-20 and thereafter.

State departments and agencies, including State institutions of higher education, also issue revenue bonds for business type activities, as well as bonds and/or notes for the purchase of equipment and construction of facilities and infrastructure. With the exception of the University of Colorado, which is governed by an elected Board of Regents, the institutions of higher education are governed by boards whose members are appointed by the Governor with the consent of the State Senate. See Notes 11, 12 and 21 to the State's Fiscal Year 2019-20 UBFS appended to this Official Statement for a discussion of such bonds and notes outstanding as of June 30, 2020, and of those issued after June 30, 2020, but before publication of the Fiscal Year 2019-20 UBFS. The revenue bonds and certificates of participation listed in such Notes have in most cases been publicly offered, while the notes payable listed in such Notes have generally been private financings directly with banks or other financial institutions. The State has contingent moral obligations to intercept revenue and make certain debt payments on notes and bonds issued by State school districts in the event they fail to make a required payment to the holders of such notes and bonds. See Notes 19 and 21 to the State's Fiscal Year 2019-20 UBFS appended to this Official Statement.

See also the Statistical Section of the State's Fiscal Year 2018-19 CAFR appended to this Official Statement for a ten year history of the total outstanding debt and related debt service expenditures of the State.

State Tax and Revenue Anticipation Notes

Under State law, the State Treasurer is authorized to issue and sell notes payable from the anticipated revenues of any one or more State funds or groups of accounts to meet temporary cash flow shortfalls. Since Fiscal Year 1984-85, the State has issued tax and revenue anticipation notes, such as the State Series 2020 General Fund Notes, in order to fund cash flow shortfalls in the General Fund. For certain Fiscal Years, the State has also funded cash flow shortfalls by use of Borrowable Resources. Since Fiscal Year 2003-04, the State has also issued education loan tax and revenue anticipation notes, such as the Series 2020B Notes, for local school districts in anticipation of local school district revenues to be collected at a later date. See Notes 10 and 21 to the State's Fiscal Year 2019-20 UBFS appended to this Official Statement for a discussion of State tax and revenue anticipation notes outstanding as of June 30, 2020, and of such notes issued after June 30, 2020, but before publication of the Fiscal Year 2019-20 UBFS. The State Series 2020 General Fund Notes were issued by the State Treasurer on August 6, 2020, in the principal amount of \$600 million in order to fund anticipated cash flow shortfalls in the State's General Fund in Fiscal Year 2020-21. All tax and revenue anticipation notes previously issued by the State have been paid in full and on time.

See also the Statistical Section of the State's Fiscal Year 2018-19 CAFR appended to this Official Statement for a ten year history of the total outstanding debt and related debt service expenditures of the State.

State Authorities

A number of State authorities have issued financial obligations to support activities related to the special purposes of such entities. Such obligations do not constitute a debt or liability of the State and the State Treasurer has no responsibility for such issuances, although pursuant to Section 22-30.5-408, C.R.S., the State may, but is not obligated to, appropriate moneys to cure unreplenished draws on debt service reserve funds for certain bonds issued by the Colorado Educational and Cultural Facilities Authority to fund facilities for charter schools. Generally, State authorities are legally separate, independent bodies governed by their own boards, some including ex-officio State officials and/or

members appointed by the Governor or ranking members of the General Assembly (in most cases with the consent of the State Senate).

Pension and Other Post-Employment Benefits

General. The State provides post-employment benefits to its employees based on their work tenure and earnings history through a defined benefit pension plan (as more particularly defined in “APPENDIX E – STATE PENSION SYSTEM,” the “State Division Plan”). State employees hired after 2005 may, in lieu of participating in the State Division Plan, elect to participate in a defined contribution plan (the “State Division DC Plan”), although the majority of State employees participate in the State Division Plan. Each plan is administered by the Public Employees’ Retirement Association (“PERA”), which is a statutorily created legal entity that is separate from the State. PERA also administers plans for school districts, local governments and other entities, each of which is considered a separate division of PERA and for which the State has no obligation to make contributions or fund benefits. The State does not participate in the federal Old-Age, Survivors and Disability Insurance (Social Security) program.

For a general description of the State Division Plan and PERA, see “APPENDIX E – STATE PENSION SYSTEM.” For a detailed discussion of the State Division Plan, the State Division DC Plan and PERA, see Notes 6-8 to the State’s Fiscal Year 2018-19 CAFR and Fiscal Year 2019-20 UBFS appended to this Official Statement, as well as PERA’s Comprehensive Annual Financial Report for calendar year 2019 (the “PERA 2019 CAFR”). The information in the State’s Fiscal Year 2018-19 CAFR regarding PERA is derived from PERA’s Comprehensive Annual Financial Report for calendar year 2018 (the “PERA 2018 CAFR”), while the information regarding PERA presented in the Fiscal Year 2019-20 UBFS and in this Official Statement is derived from the PERA 2019 CAFR.

The State Division Plan. The State Division Plan is funded with contributions made by the State and by each participating State employee at rates that are established by statute. The State has consistently made all statutorily required contributions to the State Division Plan. However, the State Division Plan remains significantly underfunded. In order to address the funding status of PERA’s defined benefit plans, including the State Division Plan, the General Assembly enacted SB 18-200, which made changes to the defined benefit plans administered by PERA with the goal of eliminating the UAAL of such plans and thereby reach a 100% funded ratio for each of such plans within a 30-year period. SB 18-200 made changes to certain benefit and contribution provisions of the defined benefit plans administered by PERA, including implementing a provision that automatically adjusts employee and employer contribution rates, annual cost of living increases and the State’s annual direct contribution to PERA within certain statutory parameters so as to stay within the 30-year funding goal. Previously, such adjustments required action by the General Assembly.

The PERA 2019 CAFR reports that at December 31, 2019, the actuarial value of assets of the State Division Plan was approximately \$14.922 billion and the actuarial accrued liability, or “AAL,” of the Plan was approximately \$25.718 billion, resulting in an unfunded actuarial accrued liability, or “UAAL,” of approximately \$10.796 billion, a funded ratio of 58.0% and an amortization period, after consideration of HB 20-1379 (discussed below), of 27 years, all as further described in “APPENDIX E – STATE PENSION SYSTEM.” The actuarial value of assets for the State Division Plan uses an asset valuation method of smoothing the difference between the market value of assets and the actuarial value of assets to prevent extreme fluctuations that may result from short-term or cyclical economic and market conditions. Based on the market value of assets of the State Division Plan, at December 31, 2019, the Plan had an unfunded accrued liability of approximately \$9.898 billion and a funded ratio of 61.5%.

The funding status of the State Division Plan summarized above reflects the implementation by PERA in 2014 of GASB Statement No. 67, “Financial Reporting for Pension Plans – An Amendment of GASB Statement No. 25” (“GASB 67”), which established new standards for financial reporting and note

disclosure by defined benefit pension plans administered through qualified trusts, such as the State Division Plan, and note disclosure requirements for defined contribution pension plans administered through qualified trusts, such as the State Division DC Plan.

Because the State's annual contributions with respect to the State Division Plan are set by statute and funded in the State's annual budget, such contributions are not affected in the short term by changes in the actuarial valuation of the Plan assets or the funding ratio of the Plan.

See generally "APPENDIX E – STATE PENSION SYSTEM" for further information regarding the State Division Plan.

The Health Care Trust Fund. The State also currently offers other post-employment health and life insurance benefits to its employees. The post-employment health insurance to State employees is provided through PERA's Health Care Trust Fund, in which members from all divisions of PERA are eligible to participate. The Health Care Trust Fund is a cost-sharing, multiple employer plan under which PERA subsidizes a portion of the monthly premium for health insurance coverage for certain State retirees and the remaining amount of the premium is funded by the benefit recipient through an automatic deduction from the monthly retirement benefit. The Health Care Trust Fund is funded by a statutory allocation of moneys consisting of portions of, among other things, the employer statutorily required contributions, the amount paid by members and the amount of any reduction in the employer contribution rates to amortize any overfunding in each Division's trust fund. At December 31, 2019, the Health Care Trust Fund had a UAAL of approximately \$1.099 billion, a funded ratio of 24.1% and an amortization period, both before and after consideration of HB 20-1379 (discussed below) and of HB 20-1394 (which is applicable only to the Judicial Division), of 20 years. Because the Health Care Trust Fund is a cost-sharing, multiple employer plan, PERA's actuary has not determined the portion of the unfunded actuarial accrued liability that applies to each Division participant. The benefit provided by the Health Care Trust Fund is a fixed limited subsidy of the retiree's health care insurance premium payment, and the retiree bears all risk of medical cost inflation. See Notes 9 and 11 to the PERA 2018 CAFR for additional information regarding the Health Care Trust Fund.

Implementation of Changes in Pension Accounting Standards Applicable to the State – GASB 68 and GASB 75. GASB Statement No. 68, "Accounting and Financial Reporting for Pensions" ("GASB 68"), which is related to GASB 67 but is applicable to the State, is effective for fiscal years beginning after June 15, 2014, and accordingly was first implemented in the State's Comprehensive Annual Financial Report for Fiscal Year 2014-15 (the "Fiscal Year 2014-15 CAFR"). GASB 68 revised and established new financial reporting requirements for most governments, such as the State, that provide their employees with pension benefits. GASB 68 requires cost-sharing employers participating in defined benefit plans to record their proportionate share of the unfunded pension liability. The State reported a net pension liability in the State's Fiscal Year 2019-20 UBFS of approximately \$11.375 billion at June 30, 2020, compared to a reported net pension liability in the State's Fiscal Year 2018-19 CAFR of approximately \$19.531 billion at June 30, 2019. These amounts were determined as of the calendar year-end that occurred within the Fiscal Year. Schedules presenting the State's proportionate share of the net pension liability for its retirement plans as of December 31, 2013-2019, and a ten year history of the State's contribution to PERA for the State and Judicial Divisions, are set forth in Note RSI-2 to the Required Supplementary Information in the State's Fiscal Year 2019-20 UBFS. See also "Overall Financial Position and Results of Operations" in the Management's Discussion and Analysis in the State's Fiscal Year 2018-19 CAFR and Notes 1, 6, 7 and 8 to the Financial Statements in the State's Fiscal Year 2018-19 CAFR and Fiscal Year 2019-20 UBFS appended to this Official Statement, as well as "APPENDIX E – STATE PENSION SYSTEM" and particularly the section thereof entitled "Implementation of Changes in Pension Accounting Standards Applicable to the State – GASB 68 and GASB 75."

GASB Statement No. 75, "Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions" ("GASB 75"), is effective for fiscal years beginning after June 15, 2017, and accordingly was

first implemented in the State's Fiscal Year 2018-19 CAFR. GASB 75 requires, for purposes of governmental financial reporting, that the State recognize a liability for its proportionate share of the net Other Post-Employment Benefits ("OPEB") liability (of all employers for benefits provided through the OPEB plan), *i.e.*, the collective net OPEB liability. The State is also required to recognize OPEB expense and report deferred outflows of resources and deferred inflows of resources related to OPEB for its proportionate shares of collective OPEB expense and collective deferred outflows of resources and deferred inflows of resources related to OPEB. GASB 75 also requires additional footnote disclosures about the pension trust fund in the financial statements.

Impact of COVID-19 on State Distributions to PERA. Due to the actual and forecast impact of COVID-19 on the State's revenues in Fiscal Years 2019-20 and 2020-21, HB 20-1379 suspended for Fiscal Year 2020-21 the State's annual distribution to PERA to fund unfunded actuarial accrued liabilities in the benefit plans administered by PERA for State employees. See "APPENDIX E – STATE PENSION SYSTEM – Funding of the State Division Plan – *Statutorily Required Contributions.*"

Effect of Pension Liability on the Series 2020B Notes. The Series 2020B Notes are short-term obligations maturing on June 29, 2021, and are payable from Pledged Revenues which are expected to consist primarily of amounts received by the State Treasurer from the Participating Districts on or before June 25, 2021, as repayment of their Program Loans and a portion of the proceeds of the Series 2020B Notes deposited to the ETRANS 2020-21 Repayment Account as discussed in "THE SERIES 2020B NOTES – Security and Sources of Payment." Therefore, the State's current pension liability is not expected to adversely affect the State's ability to pay the Series 2020B Notes. See also the discussion of the State's pension liability in Management's Discussion and Analysis in the State's Fiscal Year 2018-19 CAFR appended to this Official Statement, and particularly the section thereof captioned "CONDITIONS EXPECTED TO AFFECT FUTURE OPERATIONS – Pension Plan Contributions."

LITIGATION, GOVERNMENTAL IMMUNITY AND SELF-INSURANCE

No Litigation Affecting the Series 2020B Notes

There is no litigation pending, or to the knowledge of the State threatened, either seeking to restrain or enjoin the issuance or delivery of the Series 2020B Notes or questioning or affecting the validity of the Series 2020B Notes or the proceedings or authority under which they are to be issued. There is also no litigation pending, or to the State's knowledge threatened, that in any manner questions the right of the State Treasurer to adopt the State Resolution and to secure the Series 2020B Notes in the manner provided in the State Resolution and the Loan Program Statutes.

Governmental Immunity

The Colorado Governmental Immunity Act, Article 10 of Title 24, C.R.S. (the "Immunity Act"), provides that public entities and their employees acting within the course and scope of their employment are immune from liability for tort claims under State law based on the principle of sovereign immunity, except for those specifically identified events or occurrences defined in the Immunity Act. Whenever recovery is permitted, the Immunity Act also generally limits the maximum amount that may be recovered. For incidents occurring prior to July 1, 2013, the limits are \$150,000 for injury to one person in a single occurrence and an aggregate of \$600,000 for injury to two or more persons in a single occurrence, except that no one person may recover in excess of \$150,000; for incidents occurring on and after January 1, 2013, but before January 1, 2018, the maximum amounts that may be recovered under the Immunity Act are \$350,000 for injury to one person in a single occurrence and an aggregate of \$990,000 for injury to two or more persons in a single occurrence, except that no one person may recover in excess of \$350,000; and for incidents occurring on and after January 1, 2018, but before January 1, 2022, the maximum amounts that may be recovered under the Immunity Act are \$387,000 for injury to one person in a single occurrence and

an aggregate of \$1,093,000 for injury to two or more persons in a single occurrence, except that no one person may recover in excess of \$387,000. These amounts are subject to adjustment on or before January 1, 2022, and every fourth year thereafter based on the consumer price index for Denver-Boulder-Greeley, or its successor index. In individual cases the General Assembly may authorize the recovery from the State of amounts in excess of these limits by legislative action initiated either directly by the General Assembly or upon recommendation of the State Claims Board. The Immunity Act does not limit recovery against an employee who is acting outside the course and scope of his/her employment. The Immunity Act specifies the sources from which judgments against public entities may be collected and provides that public entities are not liable for punitive or exemplary damages. The Immunity Act does not prohibit claims in Colorado state court against public entities or their employees based on contract and may not prohibit such claims based on other common law theories. However, the Immunity Act does bar certain federal actions or claims against the State or State employees sued in their official capacities under federal statutes when such actions are brought in state court. The Eleventh Amendment to the U.S. Constitution bars certain federal actions or claims against the State or its employees sued in their official capacities under federal statutes when such actions are brought in federal court.

HB 12-1361 amended the Immunity Act by waiving sovereign immunity of the State in an action for injuries resulting from a prescribed fire started or maintained by the State or any of its employees on or after January 1, 2012. A prescribed fire is defined as the application of fire in accordance with a written prescription for vegetative fuels, but excluding a controlled burn used in farming industry to clear land of existing crop residue, kill weeds and weed seeds or to reduce fuel build-up and decrease the likelihood of a future fire.

Self-Insurance

In 1985, the General Assembly passed legislation creating a self-insurance fund, the Risk Management Fund, and established a mechanism for claims adjustment, investigation and defense, as well as authorizing the settlement and payment of claims and judgments against the State. The General Assembly also utilizes the self-insurance fund for payment of State workers' compensation liabilities. The State currently maintains self-insurance for claims arising on or after September 15, 1985, under the Immunity Act and claims against the State, its officials or its employees arising under federal law. See Notes 6H, 21, 43 and General Fund Components (in Supplementary Information) in the State's Fiscal Year 2019-20 UBFS appended to this Official Statement. Judgments awarded against the State for which there is no insurance coverage or that are not payable from the Risk Management Fund ordinarily require a legislative appropriation before they may be paid.

Current Litigation

For a description of pending material litigation in which the State is a defendant, see Note 19 to the State's Fiscal Year 2019-20 UBFS appended to this Official Statement. The State believes that it has a reasonable possibility of favorable outcomes for the actions discussed in Note 19, but the ultimate outcome cannot presently be determined. Except as otherwise noted, no provision for a liability has been made in the financial statements related to the contingencies discussed in such Note.

RATINGS

Moody's Investors Service, Inc. ("Moody's") and Standard & Poor's, a division of McGraw-Hill Financial, Inc. ("S&P"), have assigned to the Series 2020B Notes the ratings set forth on the cover page of this Official Statement. No other ratings have been applied for.

A rating reflects only the views of the rating agency assigning such rating, and an explanation of the significance of such rating may be obtained from each such rating agency. The State has furnished to

the rating agencies certain information and materials relating to the Series 2020B Notes, the State and its financial condition and operations, including certain information and materials which have not been included in this Official Statement. Generally, rating agencies base their ratings on such information and materials and on investigations, studies and assumptions by the rating agencies. There is no assurance that any of the ratings will continue for any given period of time or that any of the ratings will not be revised downward, suspended or withdrawn entirely by any such rating agency if, in its judgment, circumstances so warrant. Any such downward revision, suspension or withdrawal of any such rating may have an adverse effect on the market price of the Series 2020B Notes. The State has not undertaken any responsibility to oppose any such revision, suspension or withdrawal.

CONTINUING DISCLOSURE

Series 2020B Notes

In accordance with the exemption set forth in paragraph (d)(3) of Rule 15c2-12 promulgated by the Securities and Exchange Commission (the “SEC”) under the Securities Exchange Act of 1934, as amended, which exemption applies to offerings of municipal securities having a stated maturity of 18 months or less, such as the Series 2020B Notes, the State Treasurer will not undertake to provide on an ongoing basis either audited annual financial statements or annual financial information or operating data of the type presented in this Official Statement. However, the State Treasurer will undertake in the State Resolution, for the benefit of the Owners and Beneficial Owners of the Series 2020B Notes, that during such time as any of the Series 2020B Notes are outstanding, the State Treasurer will provide to the Municipal Securities Rulemaking Board (the “MSRB”), via its Electronic Municipal Market Access (“EMMA”) system, in a timely manner, not in excess of ten Business Days after the occurrence of the event, notice of the occurrence of any of the events enumerated in Subsection (b)(5)(i)(C) of Rule 15c2-12 with respect to the Series 2020B Notes, including: (i) principal and interest payment delinquencies; (ii) nonpayment related defaults, if material; (iii) 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 security, or other material events affecting the tax status of the Series 2020B Notes; (iv) modifications to rights of owners of the Series 2020B Notes, if material; (v) defeasances; and (vi) rating changes; as well as the following events to the extent applicable to the Series 2020B Notes: (a) unscheduled draws on debt service reserves reflecting financial difficulties; (b) unscheduled draws on credit enhancements reflecting financial difficulties; (c) substitution of credit or liquidity providers, or their failure to perform; (d) Series 2020B Note calls, if material, and tender offers; (e) release, substitution or sale of property securing repayment of the Series 2020B Notes, if material; (f) bankruptcy, insolvency, receivership or similar event of the State; (g) the consummation of a merger, consolidation or acquisition involving the State or the sale of all or substantially all of the assets of the State, 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; (h) appointment of a successor or additional trustee or the change of name of a trustee, if material; (i) incurrence of a Financial Obligation (as defined in paragraph (f)(11) of Rule 15c2-12) of the State or obligated person, if material, or agreement to covenants, events of default, remedies, priority rights or other similar terms of a Financial Obligation of the State or obligated person, any of which affect the Owners of the Series 2020B Notes, if material; and (j) default, event of acceleration, termination event, modification of terms or other similar events under the terms of the Financial Obligation of the State or obligated person, any of which reflect financial difficulties.

The obligations of the State Treasurer pursuant to the undertaking are for the benefit of the Owners and Beneficial Owners of the Series 2020B Notes, and, if necessary, may be enforced by such Owners and Beneficial Owners by specific performance of such obligations by any judicial proceeding available. However, breach of the State Treasurer’s obligations pursuant to the undertaking does not constitute an Event of Default under the State Resolution, and none of the rights and remedies provided in

the State Resolution for Events of Default will be available to the Owners or Beneficial Owners of the Series 2020B Notes in the event of a breach of such continuing disclosure undertaking.

Compliance With Other Continuing Disclosure Undertakings

The State Treasurer has statutory authority over debt issuance and post-issuance compliance with continuing disclosure undertakings entered into by the State, the State Treasurer and certain State departments and agencies that utilize the State's credit (collectively, the "Included Entities") in connection with financial obligations issued by or for the benefit of such the Included Entities. Consistent with this authorization, the responsibility for compliance with the continuing disclosure undertakings entered into by the Included Entities has been centralized with the State Treasurer, which is intended to ensure future compliance with such continuing disclosure undertakings.

The State Treasurer has determined that both prior to and during the previous five years, the State Treasurer and certain other State departments or agencies have not complied in all material respects with other continuing disclosure undertakings entered into by such entities pursuant to Rule 15c2-12 in connection with municipal securities issued by or for the benefit of such entities by failing to file, or to file on a timely basis, on the EMMA website and its predecessor repositories, certain annual financial information, audited financial statements and/or notices of material events as required by those continuing disclosure undertakings.

In early 2013, the State Treasurer retained Digital Assurance Certification, LLC ("DAC Bond"), as its disclosure dissemination agent for the purpose of assisting it with auditing past compliance, making remedial filings and ensuring ongoing compliance with its continuing disclosure filing requirements with the MSRB of all information required in the continuing disclosure undertakings entered into by the Included Entities, and plans to implement other procedures intended to ensure future material compliance with such continuing disclosure undertakings.

In addition, consistent with its statutory authorization and as a result of the circumstances described above, the State Treasurer's office commenced, and is continuing to carry out, a comprehensive review of compliance by the State with the continuing disclosure undertakings entered into by the Included Entities for the purpose of determining whether there are other instances of material noncompliance with such continuing disclosure undertakings. Instances of material noncompliance discovered by the State Treasurer's office to date have been addressed by making appropriate corrective filings or taking other remedial actions, either directly or by DAC Bond, and may include corrective action and participation in the SEC's Municipal Continuing Disclosure Cooperation Initiative.

Due to various issues that were experienced by the State in connection with the implementation of a new integrated financial system as described in "STATE FINANCIAL INFORMATION – Fiscal Controls and Financial Reporting," the State's unaudited Basic Financial Statements for Fiscal Year 2014-15 and the State's Fiscal Year 2014-15 CAFR were not completed and released until late January 2016 and late April 2016, respectively. As a result, the State was unable to post its Fiscal Year 2014-15 audited financial statements on EMMA by December 31, 2015, as required by numerous continuing disclosure undertakings entered into by the Included Entities. Notice of such noncompliance was posted on EMMA on January 25, 2016, and the State's unaudited Basic Financial Statements for Fiscal Year 2014-15 and the State's Fiscal Year 2014-15 CAFR were subsequently posted on EMMA on February 1, 2016, and May 2, 2016, respectively. The State was also unable to post its Fiscal Year 2015-16 audited financial statements on EMMA by December 31, 2016, as required by these continuing disclosure undertakings. The State's unaudited Basic Financial Statements for Fiscal Year 2015-16 and the State's Fiscal Year 2015-16 CAFR were posted on EMMA on January 16, 2017, and March 8, 2017, respectively. A notice of late filing was posted on EMMA on January 25, 2018, and the State's unaudited Basic Financial Statements for Fiscal Year 2016-17 and the State's Fiscal Year 2016-17 CAFR were posted on EMMA on January 8, 2018, and February 8, 2018, respectively.

In addition to the State's financial statements for Fiscal Years 2014-15 and 2015-16 discussed above, certain operating data for the Department of Human Services for Fiscal Years 2014-15 and 2015-16 was not timely posted on EMMA (within 200 days of the end of the Fiscal Year) in connection with the Colorado State Department of Human Services (Division of State and Veterans Nursing Homes) Enterprise System Revenue Anticipation Warrants, Series 2002A. Notices of failure to file such information for Fiscal Years 2014-15 and 2015-16 were posted on EMMA on January 21, 2016, and January 19, 2017, respectively. The State's unaudited Basic Financial Statements and CAFRs for Fiscal Years 2014-15 and 2015-16 were posted on EMMA as discussed above, and the operating data for the Department of Human Services for both Fiscal Years 2014-15 and 2015-16 was posted on EMMA on March 28, 2017.

The OSPB March 2016 revenue forecast was not timely posted on EMMA in connection with the State's Higher Education Federal Mineral Lease Certificates of Participation, Series 2014A. Both a notice of failure to timely file such revenue forecast, together with the revenue forecast, were posted on EMMA on May 17, 2016.

As discussed in "STATE FINANCIAL INFORMATION – Fiscal Controls and Financial Reporting," the State's Fiscal Year 2019-20 CAFR is currently scheduled to be released by the end of January 2021. In the event that such CAFR cannot be posted on EMMA by January 26, 2021, as required by the continuing disclosure undertakings of the State in connection with several outstanding issues of securities, the State intends to post a notice of late filing on EMMA and post the CAFR as soon as it is available.

MCDC Settlement Order with the Securities and Exchange Commission

In March of 2014, the SEC announced its Municipal Continuing Disclosure Cooperation Initiative (the "MCDC") pursuant to which underwriters and municipal issuers could self-report instances where official statements of municipal issuers failed to report instances in which the issuer failed to comply in all material respects with its continuing disclosure undertakings. Pursuant to the MCDC, on or about November 26, 2014, the State Treasurer reported certain prior failures to the SEC.

In May of 2016, the State Treasurer, on behalf of the Colorado Department of Transportation ("CDOT"), executed an Offer of Settlement (the "Offer") with the SEC under the MCDC, which Offer was accepted by the SEC on August 24, 2016, and became an order of the SEC (the "Order"). As described in the Order, CDOT participated in one negotiated offering in 2011 in which the final official statement stated in relevant part that during the past five years, CDOT had complied in all material respects with its continuing disclosure undertakings. Notwithstanding such statement, however, CDOT's audited financial statements for 2006, 2007, 2008, 2009 and 2010 were not filed until 2014 when it was discovered that such financial statements had not been filed previously with the Nationally Recognized Municipal Securities Information Repositories or the MSRB through the EMMA system, as applicable.

Pursuant to the Order, the State Treasurer agreed to (i) within 180 days of the entry of the Order, establish written policies and procedures and undertake periodic training regarding continuing disclosure obligations, including designation of an individual or officer responsible for ensuring compliance with such policies and procedures, (ii) within 180 days of the entry of the Order, comply with existing continuing disclosure undertakings, and, if not currently in compliance, update past delinquent filings, (iii) disclose in clear and conspicuous fashion the terms of the Offer in any official statement for an offering through the State Treasurer within five years of the institution of the proceedings, (iv) cooperate with any subsequent investigation by the SEC regarding false statements and/or material omissions and (v) not later than one year from the date of the institution of the proceedings, certify, in writing, compliance with the foregoing undertakings.

In a letter dated August 22, 2017, to the SEC, the State Treasurer stated that written policies and procedures and periodic training regarding continuing disclosure obligations to effect compliance were

implemented and that the State was in compliance with all continuing disclosure obligations, including updating past delinquent filings if the State Treasurer was not in compliance with its continuing disclosure obligations. The State Treasurer has and intends to continue to fully disclose in a clear and conspicuous fashion the terms of the settlement accompanying the Order in any final official statement for offering by the State Treasurer within five years of the institution of proceedings.

The State Treasurer has updated its continuing disclosure procedures in order to ensure filings are done in accordance with its continuing disclosure agreements.

Additional information concerning the matters discussed in this section may be obtained from the Colorado Attorney General's Office, 1300 Broadway, 6th Floor, Denver, Colorado 80203, Attention: Lori Ann F. Knutson, Esq., First Assistant Attorney General, telephone number (720) 508-6153.

LEGAL MATTERS

All legal matters incident to the validity and enforceability of the Series 2020B Notes, as well as the treatment of interest on the Series 2020B Notes for purposes of federal and State income taxation, are subject to the approving legal opinion of Kutak Rock LLP, Denver, Colorado, as Bond Counsel. The substantially final form of the opinion of Bond Counsel is appended to this Official Statement. Certain legal matters will be passed upon for the State by the Office of the Attorney General of the State and by Kline Alvarado Veio, P.C., Denver, Colorado, as special counsel to the State in connection with the preparation of this Official Statement. Payment of legal fees to Bond Counsel and special counsel are contingent upon the sale and delivery of the Series 2020B Notes.

TAX MATTERS

Generally

In the opinion of Kutak Rock LLP, Bond Counsel, under existing laws, regulations, rulings and judicial decisions, interest on the Series 2020B Notes 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 opinion described in the preceding sentence assumes the accuracy of certain representations and compliance by the State with covenants designed to satisfy the requirements of the Internal Revenue Code of 1986, as amended, that must be met subsequent to the issuance of the Series 2020B Notes. Failure to comply with such covenants could cause interest on the Series 2020B Notes to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2020B Notes. The State has covenanted to comply with such requirements. Bond Counsel has expressed no opinion regarding other federal tax consequences arising with respect to the Series 2020B Notes.

Bond Counsel is further of the opinion that interest on the Series 2020B Notes is not included in Colorado taxable income or Colorado alternative minimum taxable income under Colorado income tax laws.

The accrual or receipt of interest on the Series 2020B Notes may otherwise affect the federal income tax liability of the owners of the Series 2020B Notes. The extent of these other tax consequences will depend upon such owner's particular tax status and other items of income or deduction. Bond Counsel has expressed no opinion regarding any such consequences. Purchasers of the Series 2020B Notes, particularly purchasers that are corporations (including S corporations and foreign corporations operating branches in the United States), property or casualty insurance companies, banks, thrifts or other financial institutions, certain recipients of social security or railroad retirement benefits, taxpayers entitled to claim the earned income credit, taxpayers entitled to claim the refundable credit in Section 36B of the Tax Code for coverage under a qualified health plan or taxpayers who may be deemed to have incurred or

continued indebtedness to purchase or carry tax-exempt obligations, should consult their tax advisors as to the tax consequences of purchasing or owning the Series 2020B Notes.

The amount treated as interest on the Series 2020B Notes and excluded from gross income will depend upon the taxpayer's election under Internal Revenue Service (the "Service") Notice 94-84, 1994-2 C.B. 559. Notice 94-84 states that the Service is studying whether the amount of the payment at maturity on debt obligations such as the Series 2020B Notes that is excluded from gross income for federal income tax purposes is (i) the stated interest payable at maturity or (ii) the difference between the issue price of the Series 2020B Notes and the aggregate amount to be paid at maturity of the Series 2020B Notes (the "original issue discount"). For this purpose, the issue price of the Series 2020B Notes is the first price at which a substantial amount of the Series 2020B Notes is sold to the public (excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers). Until the Service provides further guidance, taxpayers may treat either the stated interest payable at maturity or the original issue discount as interest that is excluded from gross income for federal income tax purposes. However, taxpayers must treat the amount to be paid at maturity on all tax-exempt debt obligations with a term that is not more than one year from the date of issue in a consistent manner. Taxpayers should consult their own tax advisors with respect to the tax consequences of ownership of Series 2020B Notes if the taxpayer elects original issue discount treatment.

Tax Treatment of Original Issue Premium

The following disclosure relates to purchasers of the Series 2020B Notes who, under Notice 94-84 discussed above, treat the stated interest payable at the maturity of the Series 2020B Notes as the amount excluded from gross income for federal income tax purposes. An amount equal to the excess of the issue price of a Series 2020B Note over its stated redemption price at maturity constitutes original issue premium on such Series 2020B Note. An initial purchaser of a Series 2020B Note must amortize any original issue premium in accordance with the provisions of Section 171 of the Tax Code. Purchasers of a Series 2020B Note with original issue premium should consult with their tax advisors with respect to the determination and treatment of amortizable premium for federal income tax purposes and with respect to state and local tax consequences of owning Series 2020B Notes with original issue premium.

Changes in Federal and State Tax Law

From time to time, there are legislative proposals in the Congress and in the states that, if enacted, could alter or amend the federal and state tax matters referred to above or adversely affect the market value of the Series 2020B Notes. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value of the Series 2020B Notes. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Series 2020B Notes or the market value thereof would be impacted thereby. Purchasers of the Series 2020B Notes should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The opinions expressed by Bond Counsel are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Series 2020B Notes, and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any pending legislation, regulatory initiatives or litigation.

Backup Withholding

As a result of the enactment of the Tax Increase Prevention and Reconciliation Act of 2005, interest on tax-exempt obligations such as the Series 2020B Notes is subject to information reporting in a manner similar to interest paid on taxable obligations. Backup withholding may be imposed on payments

made to any bondholder who fails to provide certain required information including an accurate taxpayer identification number to any person required to collect such information pursuant to Section 6049 of the Tax Code. This reporting requirement does not in and of itself affect or alter the excludability of interest on the Series 2020B Notes from gross income for federal income tax purposes or any other federal tax consequence of purchasing, holding or selling tax-exempt obligations.

UNDERWRITING

The Series 2020B Notes will be purchased from the State by Barclays Capital Inc. and Morgan Stanley & Co. LLC (each an “Underwriter”), pursuant to a competitive sale conducted by the State, for an aggregate purchase price of \$394,875,000, being the aggregate principal amount of the Series 2020B Notes plus an aggregate original issue premium of \$4,878,000 and less an aggregate underwriting discount of \$3,000.

Morgan Stanley & Co. LLC has provided the following information for inclusion in this Official Statement: Morgan Stanley & Co. LLC, an Underwriter of the Series 2020B Notes, has entered into a distribution agreement with its affiliate, Morgan Stanley Smith Barney LLC. As part of the distribution arrangement, Morgan Stanley & Co. LLC may distribute municipal securities to retail investors through the financial advisor network of Morgan Stanley Smith Barney LLC. As part of this arrangement, Morgan Stanley & Co. LLC may compensate Morgan Stanley Smith Barney LLC for its selling efforts with respect to the Series 2020B Notes.

FINANCIAL ADVISOR

RBC Capital Markets, LLC, Denver, Colorado, is acting as Financial Advisor to the State in connection with the issuance of the Series 2020B Notes, and in such capacity has assisted in the preparation of this Official Statement and other matters relating to the planning, structuring, rating and execution and delivery of the Series 2020B Notes. However, the Financial Advisor is not obligated to undertake, and has not undertaken, either to make an independent verification of or to assume responsibility for the accuracy or completeness of the information contained in this Official Statement. The Financial Advisor will act as an independent advisory firm and will not be engaged in underwriting or distributing the Series 2020B Notes. The Financial Advisor’s fee for services rendered with respect to the sale of the Series 2020B Notes is contingent upon the issuance and delivery of the Series 2020B Notes.

MISCELLANEOUS

The cover page, inside cover, prefatory information and appendices to this Official Statement are integral parts hereof and must be read together with all other parts of this Official Statement. The descriptions of the documents, statutes, reports or other instruments included herein do not purport to be comprehensive or definitive and are qualified in the entirety by reference to each such document, statute, report or other instrument. During the offering period of the Series 2020B Notes, copies of the State Resolution and certain other documents referred to herein may be obtained from the Financial Advisor at RBC Capital Markets, LLC, 1801 California Street, Suite 3850, Denver, Colorado 80202, Attention: Dan O’Connell, telephone number (303) 595-1222. So far as any statements made in this Official Statement involve matters of opinion, forecasts, projections or estimates, whether or not expressly stated, they are set forth as such and not as representations of fact.

OFFICIAL STATEMENT CERTIFICATION

The preparation and distribution of this Official Statement have been authorized by the State Treasurer. This Official Statement is hereby approved by the State Treasurer as of the date set forth on the cover page hereof.

By: /s/ David L. Young
State Treasurer

APPENDIX A

THE STATE GENERAL FUND

The State Resolution requires that if on June 25, 2021, the amount credited to the Principal Subaccount of the ETRANS 2020-21 Repayment Account is less than the principal amount of the Series 2020A Notes, the Series 2020B Notes and any additional Parity Lien Notes, the State Treasurer is to deposit the amount of the deficiency to the Principal Subaccount from any funds on hand or in the custody or possession of the State Treasurer and eligible for investment in the District Notes. The State Treasurer is to first utilize all other funds that are eligible for investment in the District Notes prior to the application of Current General Fund Revenues or Borrowable Resources that are eligible for investment in the District Notes. The ability of the State Treasurer to use Current General Fund Revenues that are eligible for investment in the District Notes to fund a deficiency in the Principal Subaccount of the ETRANS 2020-21 Repayment Account is subordinate to the use of such funds for payment of any general fund tax and revenue anticipation notes of the State issued during Fiscal Year 2020-21, including, without limitation, the State Series 2020 General Fund Notes. See “THE SERIES 2020B NOTES – Security and Sources of Payment – *The ETRANS 2020-21 Repayment Account*” and “SELECTED STATE FUNDS ELIGIBLE FOR INVESTMENT IN DISTRICT NOTES IN THE EVENT OF A DEFAULT IN THE REPAYMENT OF PROGRAM LOANS.”

This Appendix contains a discussion of the General Fund, including the estimated cash flows for the General Fund for Fiscal Year 2020-21. See also “APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST.”

The General Fund

The General Fund is the principal operating fund of the State. All revenues and moneys not required by the State Constitution or statutes to be credited and paid into a special State fund are required to be credited and paid into the General Fund. As required by GAAP, the General Fund reported in the State’s Fiscal Year 2010-11 CAFR and subsequent CAFRs includes a large number of statutorily created special State funds that do not meet the GAAP requirements to be presented as Special Revenue Funds. To make the distinction between the statutory General Fund and the GAAP General Fund, the CAFR refers to the statutory General Fund as the General Purpose Revenue Fund. The revenues in the General Purpose Revenue Fund are not collected for a specific statutory use but rather are available for appropriation for any purpose by the General Assembly. The following discussion of the General Fund represents the legal and accounting entity referred to in the State’s Fiscal Year 2018-19 CAFR and Fiscal Year 2019-20 BFS as the General Purpose Revenue Fund.

General Fund Revenue Sources

The major revenue sources to the General Fund are individual and corporate income taxes and sales and use taxes. The State also imposes excise taxes on the sale of cigarettes, tobacco products and liquor, and receives revenues from a diverse group of other sources such as insurance taxes, pari-mutuel taxes, interest income, court receipts and gaming taxes. The following table sets forth the State’s receipts from major revenue sources for the past five Fiscal Years, as well as current OSPB estimates for Fiscal Years 2020-21 and 2021-22. See also “Revenue Estimation; OSPB Revenue and Economic Forecasts” in this Appendix and “APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST,” as well as the cautionary statement in “PRELIMINARY NOTICES” on the inside front cover of this Official Statement regarding forward-looking statements.

State of Colorado
General Fund Revenue Sources¹
Fiscal Years 2015-16 through 2021-22
(Accrual basis; dollar amounts expressed in millions)

Revenue Source	Actual										OSPB December 2020 Revenue Forecast			
	Fiscal Year 2015-16		Fiscal Year 2016-17		Fiscal Year 2017-18		Fiscal Year 2018-19		Preliminary Fiscal Year 2019-20		Fiscal Year 2020-21		Fiscal Year 2021-22	
	Amount	% Change	Amount	% Change	Amount	% Change	Amount	% Change	Amount	% Change	Amount	% Change	Amount	% Change
Excise Taxes:														
Sales Tax ¹	\$2,652.6	1.3%	\$ 2,826.1	6.5%	\$ 3,094.2	9.5%	\$ 3,246.6	4.9%	\$ 3,196.0	4.7%	\$ 3,392.2	6.1%	\$ 3,502.8	3.3%
Use Tax	241.2	(7.3)	259.5	7.6	309.9	19.4	345.5	11.5	210.5	(39.1)	220.0	4.5	211.8	(3.7)
Retail Marijuana Sales – Special Sales Tax ¹	--	--	--	--	--	--	--	--	245.5	27.4	292.8	19.3	313.3	7.0
Cigarette Tax	37.2	(1.8)	36.6	(1.7)	34.6	(5.5)	32.6	(5.8)	32.5	(0.1)	108.4	233.2	189.3	74.7
Tobacco Products	21.1	18.5	21.2	0.6	16.4	(22.7)	22.3	35.8	24.4	9.5	39.5	62.2	37.1	(6.1)
Nicotine	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	7.5	N/A	16.4	120.0
Liquor Tax	43.6	5.0	45.0	3.3	46.5	3.3	48.3	3.9	50.1	3.7	53.1	6.1	52.8	(0.6)
Total Excise Taxes	2,995.7	0.6	3,188.4	6.4	3,501.6	9.8	3,695.3	5.5	3,759.0	1.7	4,113.6	9.4	4,323.6	5.1
Income Taxes:														
Net Individual Income Tax	6,526.5	2.8	6,760.9	3.6	7,577.2	12.1	8,247.0	8.8	8,645.5	4.8	8,024.2	(7.2)	8,705.1	8.5
Net Corporate Income Tax	652.3	(5.8)	509.3	(21.9)	781.9	53.5	919.8	17.6	728.3	(20.8)	674.3	(7.4)	747.8	10.9
Total Income Taxes	7,178.8	1.9	7,270.2	1.3	8,359.1	15.0	9,166.8	9.7	9,373.8	2.3	8,698.4	(7.2)	9,452.9	8.7
Less State Education Fund Diversion ²	(522.6)	0.5	(540.0)	(3.3)	(617.0)	(14.3)	(692.8)	12.3	(646.7)	(6.7)	(707.0)	9.3	(709.0)	0.3
Total Income Taxes to the General Fund	6,656.2	2.0	6,730.2	1.1	7,742.1	15.0	8,474.0	9.5	8,727.1	3.0	7,991.4	(8.4)	8,744.0	9.4
Other Revenues:														
Insurance	280.3	9.2	290.5	3.6	303.6	4.5	314.7	3.6	337.4	7.2	319.3	(5.4)	342.2	7.2
Interest Income	12.4	40.3	14.7	18.6	19.5	32.4	26.5	35.8	31.1	17.2	29.8	(4.3)	28.3	(4.8)
Pari-Mutuel	0.6	0.5	0.6	(6.6)	0.5	(10.7)	0.5	(1.7)	0.4	(23.7)	0.4	(2.0)	0.4	(2.0)
Court Receipts	3.5	34.5	4.1	17.5	4.4	7.6	4.2	(5.3)	3.9	(6.7)	3.9	(0.5)	3.9	0.0
Other Income ³	22.6	(33.7)	47.3	109.7	152.2	221.7	48.9	(67.9)	9.7	(80.2)	25.7	165.0	24.1	(6.2)
Total Other	319.4	5.5	357.2	11.8	480.2	34.4	394.8	(17.8)	382.5	(3.1)	379.0	(0.9)	398.8	5.2
Gross General Fund	\$9,971.4	1.7%	\$10,275.8	3.1%	\$11,723.9	14.1%	\$12,564.1	7.2%	\$12,868.5	2.4%	\$12,484.0	(3.0)%	\$13,466.4	7.9%

¹ State voters approved Proposition AA in November of 2013, which included the imposition by the State of a sales tax of 10% on sales of retail marijuana and retail marijuana products effective January 2014. Per SB 17-267, this tax was increased to 15% effective July 1, 2017. The revenue derived from this sales tax is shared by the State and local governments where such sales occur. Through Fiscal Years 2016-17, the entire State share of this revenue is first credited to the General Fund and then transferred to the Marijuana Tax Cash Fund. Per SB 17-267, for Fiscal Year 2020-21, 28.15% of the State share of this revenue, less \$30 million, is to be retained in the General Fund, 71.85% is to be transferred to the Marijuana Tax Cash Fund and \$30 million is to be credited to the Public School Fund and distributed to rural school districts. Prior to Fiscal Year 2019-20, the retail marijuana special sales tax revenue was included as part of the general Sales Tax line item in the table. Proposition AA also approved the imposition by the State of an excise tax of 15% on certain sales of unprocessed retail marijuana effective January 2014 that does not flow through the General Fund but is mostly credited directly to a cash fund for public school capital construction projects. See “STATE FINANCIAL INFORMATION – Taxpayers’ Bill of Rights – Voter Approval to Retain and Spend Certain Marijuana Taxes Associated with Proposition AA.”

² All individual and corporate income tax revenues are deposited to the General Fund and then a portion of the amount is diverted by law to the State Education Fund.

³ Other income in Fiscal Year 2017-18 includes receipt of a one-time settlement payment under the Tobacco Master Settlement Agreement.

Source: Office of State Planning and Budgeting

General Fund Overview

The following table summarizes the actual revenues, expenditures and changes in fund balances for the General Fund for the past five Fiscal Years, as well as the current OSPB estimates for Fiscal Years 2020-21 and 2021-22 from the OSPB December 2020 Revenue Forecast. The overview incorporates the Governor’s November 2020 budget request as of the publication of the OSPB December 2020 Revenue Forecast for Fiscal Years 2020-21 and 2021-22. Any new budget information will be incorporated in subsequent OSPB revenue forecasts. The format of the following table is used by the State in developing its annual budget, as discussed in “STATE FINANCIAL INFORMATION – Budget Process and Other Considerations.” See also “Revenue Estimation; OSPB Revenue and Economic Forecasts” in this Appendix and “APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST,” as well as the cautionary statement in “PRELIMINARY NOTICES” on the inside front cover of this Official Statement regarding forward-looking statements.

State of Colorado
General Fund Overview
Fiscal Years 2015-16 through 2021-22

(Dollar amounts unless otherwise indicated and expressed in millions. Totals may not add due to rounding.)

	Actual (Unaudited) ¹					OSPB December 2020 Revenue Forecast ²	
	Fiscal Year 2015-16	Fiscal Year 2016-17	Fiscal Year 2017-18	Fiscal Year 2018-19	Preliminary Fiscal Year 2019-20	Fiscal Year 2020-21	Fiscal Year 2021-22
Revenue							
Beginning Reserve	\$ 689.6	\$ 512.7	\$ 614.5	\$ 1,366.0	\$ 1,262.6	\$ 1,825.2	\$ 2,144.7
Gross General Fund Revenue	9,971.4	10,275.8	11,723.9	12,564.0	12,868.5	12,484.0	13,466.4
Transfers to the General Fund	24.1	44.8	98.6	17.2	248	325.1	41.3
TOTAL GENERAL FUND AVAILABLE	10,685.1	10,833.4	12,436.9	13,947.2	14,379.1	14,634.3	15,652.4
Expenditures							
Appropriation Subject to Limit ³	9,335.6	9,784.5	10,430.9	11,258.7	11,805.2	10,872.8	12,699.9
Dollar Change From Prior Year	466.6	448.9	646.4	827.8	546.4	(932.3)	1,827.1
Percent Change From Prior Year	5.3%	4.8%	6.6%	7.9%	4.9%	(7.9)%	16.8%
Spending Outside Limit	895.1	640.1	784.5	1,596.3	910.5	1,616.8	1,129.1
TABOR Refund under Subsection (7)(d) ⁴	--	--	39.8	428.5	--	--	--
TABOR Refund under Subsection (3)(c) ⁵	(58.0)	--	--	--	--	--	--
Homestead Exemption (Net of TABOR Refund) ⁴	--	--	132.3	106.4	--	155.0	172.2
Other Rebates and Expenditures ⁶	281.3	285.0	158.5	159.7	145.7	140.9	144.3
Transfers for Capital Construction ⁷	271.1	84.5	112.1	180.5	213.6	43.0	90.0
Transfers for Transportation ⁷	199.2	79.0	79.0	495.0	300.0	200.0	--
Transfers to State Education Fund	25.3	25.3	25.3	25.0	40.3	158.2	155.0
Transfers to Other Funds ⁸	176.2	164.8	208.6	201.1	210.9	819.7	567.6
Transfer to Make Money Available for COVID-19 Emergency	--	--	--	--	--	100.0	--
Other Expenditures Exempt from General Fund Appropriations Limit ⁹	--	1.5	29.0	--	--	--	--
TOTAL GENERAL FUND OBLIGATIONS	10,230.7	10,424.6	11,215.5	12,855.0	12,715.6	12,489.6	13,829.0
Percent Change from Prior Year	5.7%	1.9%	7.6%	14.6%	(1.1)%	(1.8)%	10.7%
Reversions and Accounting Adjustments ¹⁰	(58.3)	(205.7)	(123.3)	(170.3)	(161.7)	--	--
Reserves							
Year-End General Fund Balance	512.7	614.5	1,344.8	1,262.5	1,825.2	2,144.7	1,823.3
Year-End General Fund as a % of Appropriations	5.5%	6.3%	12.9%	11.2%	15.5%	19.7%	14.4%
General Fund Statutory Reserve Amount ¹¹	463.9	584.3	674.9	814.2	362.4	311.0	1,270.0
Unappropriated Reserve Percentage ¹¹	5.60%	6.00%	6.50%	7.25%	3.07%	2.86%	2.86%
Amount Above (Below) Statutory Reserve ¹²	48.8	30.2	669.9	448.3	1,462.8	1,833.8	553.3

¹ This table is unaudited, although some of the figures reported in these columns are identified by the OSPB from the State's CAFRs which are audited for the applicable Fiscal Years.

² Fiscal Year 2021-22 expenditures will be adopted in future budget legislation. Therefore, the expenditures and fund balance projections shown in the table for Fiscal Year 2021-22 are illustrative only.

³ Total State appropriations during this period have been limited to such moneys as are necessary for reappraisals of any class or classes of taxable property for property tax purposes as required by Section 39-1-105.5, C.R.S., plus an amount equal to 5.0% of Colorado personal income.

⁴ Current law requires TABOR refunds to be accounted for in the year the excess revenue is collected, although the refunds are actually made in subsequent fiscal years. The refund applicable to excess revenue collected in Fiscal Year 2018-19 is being made via an income tax rate reduction and the senior and disabled veteran homestead exemption. See "STATE FINANCIAL INFORMATION – Taxpayers' Bill of Rights – Fiscal Year Revenue and Spending Limits; Referendum C" and "APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST – Taxpayer's Bill of Rights: Revenue Limit."

⁵ This amount was set aside by HB 15-1367 in Fiscal Year 2014-15 in a special account to cover a potential TABOR refund relating to Proposition AA. The State's voters authorized the State to retain and expend such amount per Proposition BB approved by the voters at the November 3, 2015, general election. Consequently, a reversal of such set aside was made in Fiscal Year 2015-16. See "STATE FINANCIAL INFORMATION – Taxpayers' Bill of Rights – Voter Approval to Retain and Spend Certain Marijuana Taxes Associated with Proposition AA," as well as Note 3 to this table and Note 1 to the table in "General Fund Revenue Sources" above.

[Notes continued on next page]

- ⁶ Other Rebates and Expenditures generally includes the Cigarette Rebate, which distributes money from a portion of State cigarette tax collections to local governments that do not impose their own taxes or fees on cigarettes; the Marijuana Rebate, which distributes 15% of the retail marijuana sales tax to local governments based on the percentage of retail marijuana sales in local areas; the Old Age Pension program, which provides assistance to low-income elderly individuals who meet certain eligibility requirements; the Property Tax, Heat and Rent Credit, which provides property tax, heating bill or rent assistance to qualifying low-income disabled or elderly individuals; and, prior to Fiscal Year 2017-18, the Homestead Property Tax Exemption, which reduces property tax liabilities for qualifying seniors and disabled veterans. Commencing with Fiscal Year 2017-18, the Homestead Property Tax Exemption has been shown as a separate category as the result of SB 17-267, which added as the first TABOR refund mechanism amounts reimbursed to county treasurers in the year of the TABOR refund for local property tax revenue losses attributable to the Homestead Property Tax Exemption as discussed in “STATE FINANCIAL INFORMATION – Taxpayers’ Bill of Rights – Fiscal Year Revenue and Spending Limits; Referendum C.” See also “SOURCE OF PAYMENT OF PROGRAM LOANS – Ad Valorem Property Taxation Procedure – Homestead Exemption.”
- ⁷ Section 24-75-219, C.R.S., requires certain transfers from the General Fund to the Highway Users Tax Fund and the Capital Construction Fund, commonly referred to as “228” transfers based on SB 09-228 which originally provided for the transfers. The amounts of the 228 transfers were revised per HB 16-1416 and SB 17-262. The amount of the capital construction transfers in Fiscal Years 2015-16, 2016-17 and 2017-18 also included transfers of General Fund money in addition to the required 228 transfers. In addition, SB 18-001 commits General Fund revenue for transportation projects in Fiscal Years 2018-19 and 2019-20. However, such transfers may be modified by the General Assembly.
- ⁸ State law requires transfers of General Fund money to various State cash funds. This line item includes transfers of amounts credited to the General Fund from the retail marijuana sales tax to a cash fund. See Note 1 to the table in “General Fund Revenue Sources” above. However, for Fiscal Year 2015-16 only, \$40.0 million of the transfer to other funds amount is a transfer to public school capital construction related to the passage of Proposition BB. The Fiscal Year 2015-16 and Fiscal Year 2016-17 amounts also include a diversion of income tax revenue out of the General Fund to a separate severance tax fund pursuant to SB 16-218. However, due to the risk of lower than expected severance tax revenues in Fiscal Year 2017-18 and thereafter, HB 18-1338 requires General Fund transfers to various severance tax cash funds to protect program funding, and also requires an equivalent amount of future severance tax revenue to be diverted to the General Fund to repay these transfers.
- ⁹ Spending by the Medicaid program above the appropriated amount, called “Medicaid Overexpenditures,” is usually the largest amount in this line.
- ¹⁰ The Fiscal Year 2016-17 amount in this line is an atypically large amount due mostly to a large reversion of Medicaid-related expenditures.
- ¹¹ The Unappropriated Reserve requirement, codified as Section 24-75-201.1(1)(d), C.R.S., is a percentage of the amount appropriated for expenditure from the General Fund in the applicable Fiscal Year. For Fiscal Year 2015-16 only, the percentage is of the amount subject to the appropriations limit minus the amount of income tax revenue required by to be diverted to a reserve fund to fund severance tax refunds as discussed above. In Fiscal Years 2015-16 through 2017-18, General Fund appropriations for lease-purchase agreement payments made in connection with certificates of participation sold to fund certain capital projects were made exempt from the reserve calculation requirement. These appropriations were \$37.8 million in Fiscal Year 2015-16, \$46.0 million in Fiscal Year 2016-17 and \$48.1 million in Fiscal Year 2017-18. SB 18-276 repealed the exemption of the lease-purchase agreement payments from the calculation of the reserve requirement. See “STATE FINANCIAL INFORMATION – Budget Process and Other Considerations – Revenues and Unappropriated Amounts” and “DEBT AND CERTAIN OTHER FINANCIAL OBLIGATIONS – The State, State Departments and Agencies.” The Governor’s November 2020 budget request would raise the Unappropriated Reserve requirement to 10.00% beginning in Fiscal Year 2021-22.
- ¹² Under current law, all amounts remaining in the General Fund in excess of the statutory reserve become part of the beginning reserve and funds available in the following Fiscal Year.

Source: Office of State Planning and Budgeting

Revenue Estimation; OSPB Revenue and Economic Forecasts

Revenue Estimating Process. The State relies on revenue estimation as the basis for establishing aggregate funds available for expenditure for its appropriation process. By statute, the OSPB is responsible for developing a General Fund revenue estimate. No later than June 20th prior to the beginning of each Fiscal Year, and no later than September 20th, December 20th and March 20th within each Fiscal Year, the Governor, with the assistance of the State Controller and the OSPB, is required to make an estimate of General Fund revenues for the current and certain future years. The revenue estimates are not binding on the General Assembly in determining the amount of General Fund revenues available for appropriation for the ensuing Fiscal Year. The revenue estimates may be subject to more frequent review and adjustment in response to significant changes in economic conditions, policy decisions and actual revenue flow. For instance, due to the rapid and severe impact of COVID-19 on the State’s economy, the OSPB prepared an interim revenue forecast dated May 12, 2020, previously defined herein as the OSPB May 2020 Revenue Forecast. See “INVESTMENT CONSIDERATIONS – Impact of COVID-19 on the Series 2020B Notes.”

The most recent OSPB revenue forecast was issued on December 18, 2020, and is included in this Official Statement as “APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST.” The OSPB December 2020 Revenue Forecast projects revenues for Fiscal Years 2020-21 through 2022-23. The amounts forecast for Fiscal Years 2019-21 and 2020-22 are summarized in “General Fund Revenue Sources” and “General Fund Overview” above in this Appendix. See also “INVESTMENT

CONSIDERATIONS – Impact of COVID-19 on the Series 2020B Notes – Budgets and Revenue Forecasts” and the cautionary statement in “PRELIMINARY NOTICES” on the inside front cover of this Official Statement regarding forward-looking statements.”

The OSPB begins estimating revenue by obtaining macroeconomic forecasts for national and State variables. The national forecast for the OSPB December 2020 Revenue Forecast was provided by Moody’s Economy.com. The OSPB forecasts the State economy using a model originally developed partly in-house and partly by consultants to the State.

The model of the State economy is updated quarterly. This model is comprised of numerous dynamic regression equations and identities. Moody’s Economy.com’s forecasts for national variables are inputs to many of the Colorado equations. The model of the State economy generates forecasts of key indicators such as employment, retail sales, inflation and personal income. These forecasts are then used as inputs to revenue forecasts for income tax receipts, corporate collections, sales tax receipts, etc.

The econometric model used to forecast General Fund revenue relies on the economic data estimated using the model of the State economy discussed above. The models used for forecasting General Fund revenues incorporate changes in policy, both State and federal, as well as changes in the economic climate and historical patterns. The General Fund models are comprised of regression equations for many of the revenue categories. There are three main categories of tax revenues: excise tax receipts, income tax receipts and other tax receipts. The General Fund models forecast the majority of the categories of General Fund receipts separately. For example, the model forecasts each type of income tax receipt (withholding, estimated payments, cash with returns and refunds) individually and then aggregates the numbers to arrive at a net individual income tax receipts forecast. However, for corporate income tax receipts and sales tax collections, the model forecasts only the aggregate amount for these revenues. For many of the smaller tax revenue categories, simple trend analyses are generally utilized to derive a forecast.

Revenue Shortfalls. The State’s Fiscal Year budgets are prepared and surplus revenues are determined using the modified accrual basis of accounting in accordance with the standards promulgated by GASB, with certain statutory exceptions. As a result, although the Fiscal Year budgets are balanced and, based upon the current forecast, there is anticipated to be an Unappropriated Reserve, the State may experience temporary and cumulative cash shortfalls. This is caused by differences in the timing of the actual receipt of cash revenues and payment of cash expenditures by the State compared to the inclusion of such revenues and expenditures in the State’s Fiscal Year budgets on an accrual basis, which does not take into account the timing of when such amounts are received or paid. Also, prior forecasts of General Fund revenue may have overestimated the amount the State would receive for the Fiscal Year.

Whenever the Governor’s revenue estimate for the current Fiscal Year indicates that General Fund expenditures for such Fiscal Year, based on appropriations then in effect, will result in the use of one-half or more of the Unappropriated Reserve, the Governor is required to formulate a plan for the General Fund expenditures so that the Unappropriated Reserve as of the close of the Fiscal Year will be at least one-half of the required amount. The Governor is required by statute to notify the General Assembly of the plan and to promptly implement it by: (i) issuing an executive order to suspend or discontinue, in whole or in part, the functions or services of any department, board, bureau or agency of the State government; (ii) approving the action of other State officials to require that heads of departments set aside reserves out of the total amount appropriated or available (except the cash funds of the Department of Education); or (iii) after a finding of fiscal emergency by a joint resolution of the General Assembly approved by the Governor, taking such actions necessary to be utilized by each principal department and institution of higher education to reduce State personnel expenditures.

Pursuant to the foregoing requirement, in anticipation that the OSPB May 2020 Revenue Forecast would show rapidly declining revenues and that appropriated spending would result in the use of one-half or

more of the Fiscal Year 2019-20 required Unappropriated Reserve, the Governor issued Executive Order D 2020 050 on April 30, 2020 (which was subsequently rescinded as discussed below), which (i) declared that there are not sufficient revenues available for expenditure during Fiscal Year 2019-20 to carry on the functions of the State government and to support its agencies and institutions such that the suspension of portions of programs and services set forth out in the Executive Order are necessary, (ii) directed the Director of the OSPB to submit in writing to the Joint Budget Committee and the members of the General Assembly the contents of such Executive Order for reducing such General Fund expenditures by \$228.7 million in an attempt to maintain the required Fiscal Year 2019-20 Unappropriated Reserve, and (iii) directed the suspension or discontinuance of portions of programs and services as specified therein through the end of Fiscal Year 2019-20. Executive Order D 2020 050 was rescinded by Executive Order D 2020 113 issued on June 23, 2020, following passage by the General Assembly on June 12, 2020, and signature of the Governor on June 22, 2020, of the annual Long Bill discussed in “STATE FINANCIAL INFORMATION – Budget Process and Other Considerations”) which included an addendum to the Fiscal Year 2019-20 budget that replicated the cuts made by Executive Order D 2020 050 and therefore made such Executive Order unnecessary.

The next OSPB revenue forecast is scheduled to be released in March 2021. General Fund revenue projections in this and subsequent OSPB revenue forecasts may be materially different from the OSPB December 2020 Revenue Forecast if economic conditions change markedly. If a revenue shortfall is projected for Fiscal Year 2020-21 and subsequent forecasted years which would result in a budgetary shortfall, budget cuts and/or actions to increase the amount of money in the General Fund will be necessary to ensure a balanced budget. See “SELECTED STATE FUNDS ELIGIBLE FOR INVESTMENT IN DISTRICT NOTES IN THE EVENT OF DEFAULT IN THE REPAYMENT OF PROGRAM LOANS” and “INVESTMENT CONSIDERATIONS – Budgets and Revenue Forecasts – Impact of COVID-19 on the Series 2020B Notes.”

Investment of the State Pool

General. The investment of public funds by the State Treasurer is subject to the general limitations discussed in “STATE FINANCIAL INFORMATION – Investment and Deposit of State Funds.” The State Treasurer has adopted investment policies further restricting the investment of State pool moneys, which includes the General Fund. The purpose of these investment policies is to limit investment risk by limiting the amount of the portfolio that may be invested in particular types of obligations, or in obligations of particular issuers or in particular issues, by imposing rating or financial criteria for particular types of investments more restrictive than those required by law, and by limiting the maximum term of certain types of investments. A minimum of 10% of the portfolio is required to be held in U.S. Treasury securities. Any reverse repurchase agreements may be for interest rate arbitrage only, and not for liquidity or leverage purposes. Each reverse repurchase agreement and the total investment it is arbitrated against must be closely matched in both dollar amount and term.

Fiscal Years 2019-20 and 2020-21 Investments of the State Pool. The following tables set forth the investment by category of the moneys in the State Pool as of the end of each month in Fiscal Years 2019-20 and 2020-21 for which information is available.

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State of Colorado
State Pool Portfolio Mix
Fiscal Year 2019-20
(Amounts expressed in millions)¹

	July 2019	Aug 2019	Sept 2019	Oct 2019	Nov 2019	Dec 2019	Jan 2020	Feb 2020	Mar 2020	Apr 2020	May 2020	June 2020
Agency CMOs	\$ 0.2	\$ 0.2	\$ 0.2	\$ 0.2	\$ 41.6	\$ 41.6	\$ 41.6	\$ 41.6	\$ 41.5	\$ 41.6	\$ 41.5	\$ 103.6
Commercial Paper	2,190.9	1,854.6	1,477.4	1,814.2	1,993.5	2,074.0	2,610.7	2,149.7	1,109.1	1,219.9	1,155.4	385.0
U.S. Treasury Notes	757.1	702.8	809.2	895.1	931.6	939.8	897.8	1,173.5	1,105.9	1,128.5	1,506.3	1,212.7
Federal Agencies	804.6	913.2	806.9	600.2	520.7	379.7	694.7	714.5	880.5	929.6	844.7	371.3
Asset-Backed Securities	901.0	863.9	930.1	915.8	875.6	804.8	683.8	683.9	674.8	666.8	666.3	634.5
Money Market	430.0	235.0	460.0	515.0	560.0	604.0	410.0	445.0	925.0	3,017.0	2,327.0	2,942.0
Corporates	4,458.6	4,704.7	4,717.2	4,369.6	3,955.6	3,938.5	4,214.9	3,991.7	4,709.3	3,918.7	3,686.2	3,693.1
Certificates of Deposit	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Totals	\$9,542.4	\$9,274.4	\$9,201.0	\$9,110.1	\$8,878.6	\$8,782.4	\$9,553.5	\$9,199.9	\$9,446.1	\$10,922.1	\$10,227.4	\$9,342.2

¹ This table includes all moneys in the State Pool, which includes the General Fund, Borrowable Resources and other moneys that are invested by the State Treasurer.

Source: State Treasurer's Office

State of Colorado
State Pool Portfolio Mix
Fiscal Year 2020-21
(Amounts expressed in millions)¹

	July 2020	Aug 2020	Sept 2020	Oct 2020	Nov 2020
Agency CMOs	\$ 155.1	\$ 197.6	\$ 215.9	\$ 215.8	\$ 212.3
Commercial Paper	986.4	1,285.6	2,029.3	2,089.3	1,899.3
U.S. Treasury Notes	1,800.4	1,924.3	2,378.9	2,785.7	2,830.2
Federal Agencies	1,301.3	1,624.2	1,265.2	988.3	990.2
Asset-Backed Securities	457.8	455.1	453.1	450.8	447.4
Money Market	1,757.0	1,172.0	560.0	495.0	665.0
Corporates	3,982.8	4,811.9	4,723.3	4,754.1	4,300.0
Certificates of Deposit	0.0	0.0	0.0	0.0	0.0
Totals	\$10,440.8	\$11,470.7	\$11,625.7	\$11,779.0	\$11,344.4

¹ This table includes all moneys in the State Pool, which includes the General Fund, Borrowable Resources and other moneys that are invested by the State Treasurer.

Source: State Treasurer's Office

General Fund Cash Flow

General Fund cash flow deficits are attributable to several categories of loans and expenditures by the State throughout each Fiscal Year, including public school distributions, medical assistance and grants and contract purchased services. The State Treasurer has certain administrative powers to remedy negative cash balances, including the ability to issue tax and revenue anticipation notes in anticipation of the receipt of revenues in the General Fund and to use Borrowable Resources. The Governor also has authority to impose spending restrictions, and the General Assembly may defer certain payments from one Fiscal Year to the next, if necessary, to ensure that the General Fund will not end any Fiscal Year with a negative fund balance. See "THE SERIES 2020B NOTES – Authorization" and "STATE FINANCIAL INFORMATION – The State Treasurer."

The following tables present on a cash basis the actual and estimated cash flows of the General Fund for Fiscal Years 2019-20 and 2020-21 by total categories of receipts and disbursements. The tables are based on revenue and expenditure projections prepared on the modified accrual basis of accounting, with accounting adjustments made by the State Treasurer to arrive at a cash basis presentation, and should be read in conjunction with the information set forth above in this Appendix. See also "STATE FINANCIAL INFORMATION – Fiscal Controls and Financial Reporting."

Monthly cash flow projections for Fiscal Years 2019-20 and 2020-21 are based upon (i) the General Fund appropriations for Fiscal Years 2019-20 and 2020-21 adopted by the General Assembly, (ii) historical

experience as adjusted to reflect economic conditions, (iii) statutory and administrative changes and anticipated payment dates for payrolls and (iv) the OSPB December 2020 Revenue Forecast discussed in “Revenue Estimation; OSPB Revenue and Economic Forecasts” above. Unforeseen events or variations from underlying assumptions may cause an increase or decrease in receipts and/or disbursements from those projected for a given month, which may adversely affect the projections of estimated cash flows. Additionally, the timing of transactions from month to month may vary from the forecasts. Therefore, there are likely to be differences between the forecasted and actual results, and such differences may be material. See the cautionary statement in “PRELIMINARY NOTICES” on the inside front cover of this Official Statement regarding forward-looking statements.

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State of Colorado
Actual General Fund Cash Flow
Fiscal Year 2019-20

Current Law

(Amounts expressed in millions; totals may not add due to rounding)

	July 2019	Aug 2019	Sept 2019	Oct 2019	Nov 2019	Dec 2019	Jan 2020	Feb 2020	Mar 2020	Apr 2020	May 2020	June 2020	Total
Beginning Cash and Investments Balance	\$ 1,139.7												\$ 1,139.7
Revenues:													
General Fund Revenue:													
Sales and Use Tax	233.0	\$ 331.8	\$ 345.0	\$ 332.8	\$ 280.4	\$ 284.2	\$ 340.7	\$ 258.0	\$ 261.8	\$ 292.4	\$ 282.8	\$ 163.5	3,406.5
Individual Income Tax	390.7	562.4	788.2	720.1	570.3	605.5	816.6	226.5	311.2	890.1	616.0	1,499.0	7,996.6
Corporate Income Tax	23.7	7.8	185.7	69.6	(29.7)	42.0	35.4	5.6	57.8	93.4	19.0	217.9	728.3
Other	52.6	7.0	(17.5)	(66.0)	(40.4)	(51.5)	(3.1)	70.5	70.9	291.4	(49.2)	500.4	765.1
Total General Fund Revenue	672.0	909.1	1,301.4	1,056.5	780.6	880.2	1,189.7	560.6	701.8	1,567.3	868.6	2,380.8	12,868.5
Federal Revenue	483.5	578.8	740.5	471.4	640.4	740.3	617.4	635.6	763.3	545.1	644.1	1,345.1	8,205.5
Total Revenues	1,155.6	1,487.9	2,041.8	1,527.9	1,421.0	1,620.4	1,807.0	1,196.2	1,465.1	2,112.4	1,512.7	3,725.9	21,074.0
Expenditures:													
Payroll	152.4	164.3	163.2	164.2	165.8	152.8	162.4	156.8	158.8	153.9	155.9	170.3	1,920.8
Medical Assistance	484.7	558.4	405.8	400.4	606.6	513.8	346.9	556.7	441.3	738.5	735.7	492.4	6,281.1
Public School Distribution	830.2	(14.2)	906.3	0.2	2.0	910.3	3.3	0.4	910.7	0.4	0.2	2.4	3,552.2
Higher Education Distribution	3.5	45.1	2.1	4.1	4.2	42.6	0.3	0.4	0.4	0.4	0.4	(0.8)	102.7
Grants and Contracts	145.8	273.5	324.9	217.1	251.5	310.5	264.8	254.3	288.2	251.5	258.6	291.3	3,132.0
Other	484.8	643.5	759.3	308.8	206.0	828.0	287.1	201.2	547.6	4.6	(82.6)	344.3	4,532.5
Total Expenditures:	(2,101.5)	(1,670.7)	(2,561.6)	(1,094.9)	(1,236.0)	(2,757.9)	(1,064.8)	(1,169.8)	(2,347.0)	(1,149.3)	(1,068.2)	(1,299.7)	(19,521.3)
Total Revenues and Beginning Cash and Investments Minus Total Expenditures	193.8	(182.8)	(519.8)	433.0	185.0	(1,137.5)	742.2	26.5	(881.9)	963.1	444.6	2,426.2	2,692.4
Revenue Accrual Adjustment	155.6	(20.1)	2.1	6.5	(31.4)	4.4	1.9	(0.3)	(1.9)	10.0	(51.4)	(21.1)	54.3
Expenditure Accrual Adjustment	(122.6)	40.6	(0.9)	(27.8)	31.3	(9.6)	27.0	(17.3)	13.5	70.3	(21.1)	(271.7)	(288.4)
Extraordinary Items Impacting Cash:													
TABOR Refund	--	--	--	--	--	--	--	--	--	--	--	--	--
Transfer in Cash and Investments Per Statute	(225.0)	--	--	--	--	--	--	--	--	--	--	--	(225.0)
Homestead Exemption	--	--	--	--	--	--	--	--	--	(180.0)	--	--	(180.0)
General Fund Notes – Including Interest	600.0	--	--	--	--	--	--	--	--	--	--	(602.4)	(2.4)
Capital Construction Transfer	(225.7)	--	--	--	--	--	--	--	--	--	--	--	(225.7)
General Fund Reserve Transfer to Highway Users Tax Fund	--	--	--	--	--	--	--	--	--	--	--	--	--
State Education Fund Transfer	--	--	--	--	--	--	--	--	--	--	--	--	--
Actual/Projected Monthly Cash Change	376.1	(162.4)	(518.6)	411.8	184.9	(1,142.7)	771.1	8.9	(870.4)	863.5	372.0	1,531.0	1,825.2
General Fund Cash Balance End of Month	\$ 376.1	\$ 213.7	\$ (304.9)	\$ 106.9	\$ 291.8	\$ (850.9)	\$ (79.8)	\$ (70.9)	\$ (941.3)	\$ (77.8)	\$ 294.2	\$ 1,825.2	

Source: State Treasurer's Office

State of Colorado
Actual and Estimated General Fund Cash Flow
Fiscal Year 2020-21¹
Current Law

(Amounts expressed in millions; totals may not add due to rounding)

	Actual					Estimated							Total
	July 2020	Aug 2020	Sept 2020	Oct 2020	Nov 2020	Dec 2020	Jan 2021	Feb 2021	Mar 2021	Apr 2021	May 2021	June 2021	
Beginning Cash and Investments Balance	\$ 1,825.2												\$ 1,825.2
Revenues:													
General Fund Revenue:													
Sales and Use Tax	233.0	313.2	325.7	314.1	295.3	299.2	358.8	271.7	275.7	307.9	297.8	319.9	3,612.2
Individual Income Tax	390.7	517.1	724.7	662.2	590.2	626.6	846.4	235.0	322.0	921.0	637.4	843.8	7,317.2
Corporate Income Tax	23.7	6.1	143.8	53.9	(41.4)	58.6	49.4	7.8	80.7	130.3	26.6	134.4	674.0
Other	52.6	27.8	42.8	(25.9)	4.7	(27.5)	38.8	94.9	84.6	344.7	(17.4)	288.4	908.5
Total General Fund Revenue	672.0	864.1	1,237.0	1,004.3	848.7	957.0	1,293.4	609.5	763.0	1,704.0	944.4	1,586.5	12,484.0
Federal Revenue	483.5	603.3	771.8	491.4	660.0	762.9	636.3	655.1	786.6	561.8	663.8	1,386.3	8,462.8
Total Revenues	1,155.6	1,467.4	2,008.8	1,495.6	1,508.7	1,719.9	1,929.7	1,264.6	1,549.6	2,265.8	1,608.2	2,972.8	20,946.8
Expenditures:													
Payroll	152.4	164.3	163.2	164.2	162.8	150.3	159.5	154.0	156.0	151.1	153.1	167.0	1,898.1
Medical Assistance	484.7	558.4	405.8	400.4	605.4	512.8	346.2	555.7	440.5	737.1	734.3	491.4	6,272.7
Public School Distribution	830.2	(14.2)	906.3	0.2	2.0	900.8	3.3	0.4	901.2	0.4	0.2	2.3	3,533.1
Higher Education Distribution	3.5	45.1	2.1	4.1	4.2	42.6	0.3	0.4	0.4	0.4	0.4	(0.8)	102.7
Grants and Contracts	145.8	273.5	324.9	217.1	251.2	310.1	264.5	254.0	287.8	251.2	258.3	290.9	3,129.4
Other	484.8	620.5	724.0	293.7	272.9	980.7	344.9	264.5	679.8	67.1	(24.1)	553.5	5,262.5
Total Expenditures:	(2,101.5)	(1,647.7)	(2,526.3)	(1,079.8)	(1,298.5)	(2,897.4)	(1,118.7)	(1,229.0)	(2,465.7)	(1,207.4)	(1,122.2)	(1,504.4)	(20,198.6)
Total Revenues and Beginning Cash and Investments													
Minus Total Expenditures	879.3	(180.3)	(517.5)	415.8	210.2	(1,177.6)	811.0	35.6	(916.0)	1,058.4	486.0	1,468.4	2,573.4
Revenue Accrual Adjustment	155.6	(16.1)	1.7	5.2	(25.7)	3.6	1.6	(0.2)	(1.6)	8.2	(42.0)	(14.1)	76.3
Expenditure Accrual Adjustment	(122.6)	39.0	(0.9)	(26.7)	29.1	(8.9)	25.0	(16.1)	12.5	65.3	(19.6)	(271.7)	(295.5)
Extraordinary Items Impacting Cash:													
TABOR Refund	--	--	--	--	--	--	--	--	--	--	--	--	--
Transfer in Cash and Investments Per Statute	--	--	--	--	--	--	--	--	--	--	--	--	--
Homestead Exemption	--	--	--	--	--	--	--	--	--	(164.0)	--	--	(164.0)
General Fund Notes – Including Interest	600.0	--	--	--	--	--	--	--	--	--	--	(602.4)	(2.4)
Capital Construction Transfer	(43.0)	--	--	--	--	--	--	--	--	--	--	--	(43.0)
General Fund Reserve Transfer to Highway Users Tax Fund	--	--	--	--	--	--	--	--	--	--	--	--	--
State Education Fund Transfer	--	--	--	--	--	--	--	--	--	--	--	--	--
Projected Monthly Cash Change	1,469.3	(157.4)	(516.7)	394.4	213.6	(1,182.9)	837.6	19.4	(905.1)	967.9	424.4	580.2	2,144.7
General Fund Cash Balance End of Month	\$ 1,469.3	\$ 1,311.9	\$ 795.2	\$ 1,189.6	\$ 1,403.2	\$ 220.3	\$ 1,057.9	\$ 1,077.3	\$ 172.2	\$ 1,140.0	\$ 1,564.5	\$ 2,144.7	

¹ General Fund revenues in this table are derived from the OSPB December 2020 Revenue Forecast. All other amounts are estimates made by the State Treasurer's office based on various assumptions and are subject to change. No representation or guaranty is made herein that such forecasted amounts will be realized. See the cautionary statement in "PRELIMINARY NOTICES" on the inside front cover of this Official Statement regarding forward-looking statements.

Source: State Treasurer's Office

APPENDIX B

OSPB DECEMBER 2020 REVENUE FORECAST

As discussed in “APPENDIX A – THE STATE GENERAL FUND – Revenue Estimation; OSPB Revenue and Economic Forecasts,” the OSPB prepares quarterly revenue estimates and is currently forecasting for Fiscal Years 2020-21 through 2022-23. The forecasts include projections of General Fund revenues available for spending and end-of-year reserves through the forecast period. Budgeted General Fund spending levels are also included. The forecasts are based on historical patterns, with economic and legislative changes explicitly included in the models that forecast revenue growth, and include both State and national economic forecasts.

The most recent OSPB revenue forecast was issued on December 18, 2020, and is presented in its entirety in this Appendix. The pagination of this Appendix reflects the original printed document.

Prospective investors are cautioned that any forecast is subject to uncertainties, and inevitably some assumptions used to develop the forecasts will not be realized, and unanticipated events and circumstances may occur. Therefore, there are likely to be differences between forecasted and actual results, and such differences may be material. No representation or guaranty is made herein as to the accuracy of the forecasts. See also the cautionary statement in “PRELIMINARY NOTICES” on the inside front cover of this Official Statement regarding forward looking statements.

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December 18, 2020

STATE OF COLORADO

Governor's Office of State Planning and Budgeting

COLORADO ECONOMIC AND FISCAL OUTLOOK



COLORADO
Governor Jared Polis

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For additional information about the Governor’s Office of State Planning and Budgeting, to access this publication electronically, or to sign up to be notified by email when the quarterly forecast is released, please visit www.colorado.gov/ospb.

Forecast in Brief

NATIONAL ECONOMIC OUTLOOK

The U.S. economy has performed better than expected over the last quarter as economic conditions continue to improve from the lows observed in the spring. While aggregate household savings and wealth have increased since the pandemic began, the recession is having a highly disparate impact across industries, with job losses and business closures concentrated in predominantly low-wage industries. The availability and distribution of a vaccine improves the economic outlook for 2021.

COLORADO ECONOMIC OUTLOOK

Despite improvement over the fall, Colorado's economic activity remains below pre-COVID levels. The outlook for the winter months has weakened as higher COVID caseloads have resulted in more public health restrictions on businesses, while winter weather limits outdoor dining. Though weekly initial unemployment claims remain far below the levels of March and April, they have more than tripled since September and are expected to remain elevated through the winter months. Despite this, the outlook for 2021 has improved due to high savings and wealth and the distribution of the vaccine.

GENERAL FUND REVENUE

General Fund revenue is projected to decrease by 3.0 percent in FY 2020-21 before growing by 7.9 percent in FY 2021-22. It is expected to further increase by 3.5 percent in FY 2022-23. The GF revenue forecast was revised upwards by a total of \$848 million between FY 2019-20 and FY 2021-22. This upward revision is due to higher than anticipated revenue collections in recent months as well as improved economic expectations for 2021 with the availability and distribution of a vaccine. This revision also incorporates tax policy changes approved by Colorado voters in the November election.

CASH FUND REVENUE

Total cash fund revenue subject to TABOR was \$2.2 billion in FY 2019-20, a decrease of 8.3 percent from the prior fiscal year. In FY 2020-21 cash fund revenue is projected to decline by 3.9 percent before growing 5.8 percent to \$2.3 billion in FY 2021-22.

TABOR

Revenue subject to TABOR is not expected to exceed the Referendum C cap during this forecast period.

GENERAL FUND RESERVE

With these updated projections, the General Fund reserve is now projected to be \$558.3 million above the Governor's requested statutory reserve amount of 10.0 percent of appropriations in FY 2021-22 assuming enactment of the Governor's November budget request including the stimulus package proposed for FY 2020-21.

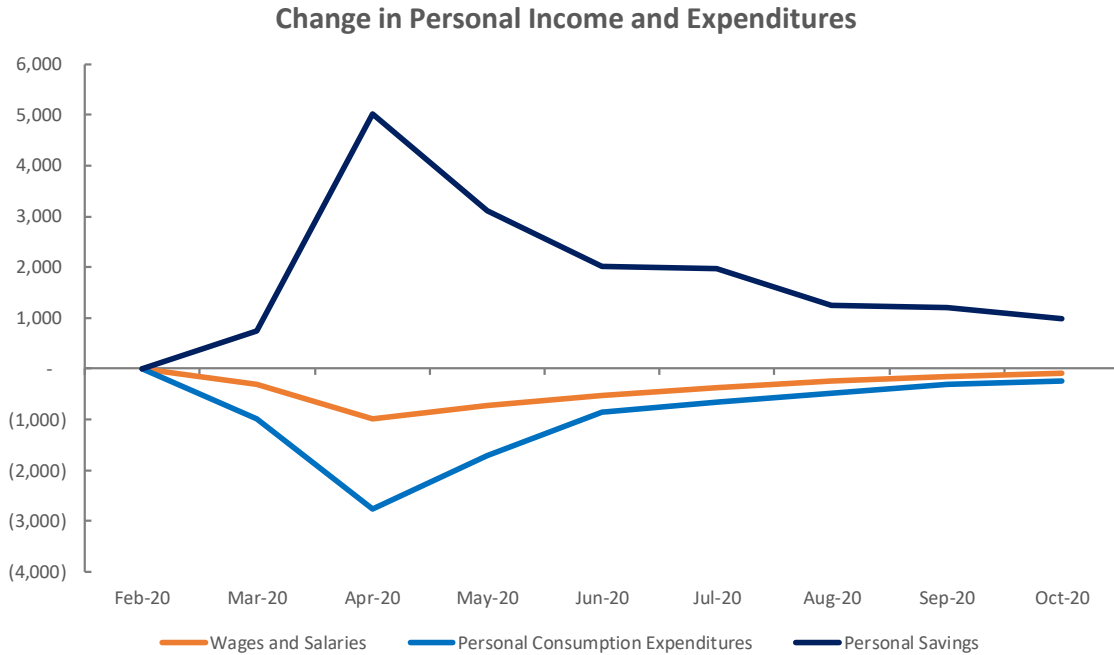
Economic Outlook

Colorado's economic situation has improved in recent months, and continues to exceed expectations. Despite this, high COVID case numbers are leading to increased unemployment claims and business closures, a trend that is expected to continue throughout the winter. The authorization and distribution of a COVID-19 vaccine improves the economic outlook for 2021.

The pandemic recession has had a disparate impact across industries, with the most severe effects occurring in industries with predominantly low-wage employment. While household finances are strong overall, with high savings and low debt, Colorado employment remains 4.5 percent below pre-pandemic levels, with most job losses in low-wage industries. Many workers have left the labor force, with women's labor force participation falling to its lowest level since 1986.

Personal Income and Expenditures

Wages and salaries—the largest component of personal income—continue their upward trajectory since the deep trough experienced in April. The most recent national estimates show that wages and salaries in October were nearly at the level observed in February. On an annualized basis, wages and salaries were 0.9 percent lower than in February. October's monthly growth rate was 0.7 percent, which is higher than the 0.3 percent compound monthly growth rate observed in 2019. The rising levels in aggregate wages and salaries reflect continuing recovery, but the current surge in COVID-19 cases across much of the country could slow the upward trajectory of wages and salaries during the last few months of 2020 and perhaps early 2021 before the anticipated distribution of vaccines becomes widespread.



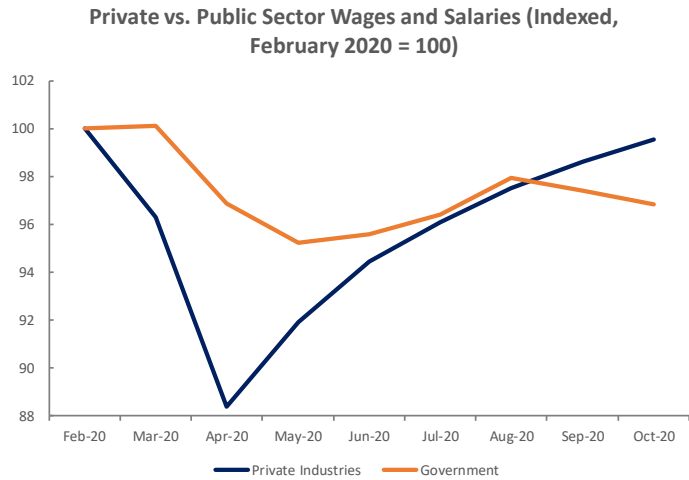
Source: Bureau of Economic Analysis

Personal consumption expenditures closely resemble the trends in wages and salaries. October data show that personal consumption is just 1.6 percent lower than in February on a seasonally-adjusted annualized basis. Consumer spending continues to be buoyed by government assistance, including unemployment insurance benefits. However, many unemployed persons will soon lose unemployment benefits that were expanded last spring. The Pandemic Unemployment Assistance Program, which targets self-employed and gig workers, and the Pandemic Emergency Unemployment Compensation, which pays up to 13 extra weeks of jobless benefits beyond the traditional 26 weeks, will end at the end of December unless Congress takes action.

Personal savings remain at an elevated level. Some analysts believe that accumulated savings and the rising stock market will fuel a spending binge that will quickly expand the economy in 2021. By one measure, households in the U.S. have accumulated \$1.4 trillion in savings since the start of the pandemic. It is important to acknowledge that aggregate measures of wages and salaries, spending, and savings mask the fact that substantial variability exists across individuals. People who are experiencing unemployment are less likely to have accumulated personal savings, for instance.

One notable trend in personal income has emerged in recent months: the divergence in private vs. public sector wages and salaries. As shown in the graphic, public sector wages and salaries did not experience as deep of a decline, and they were improving alongside private sector wages and salaries. However, public sector wages and salaries began declining after August on a seasonally-adjusted basis. This decline likely reflects the impacts of government budget shortfalls (e.g., furloughs) and school staffing changes as the school year began. At a national level, public sector

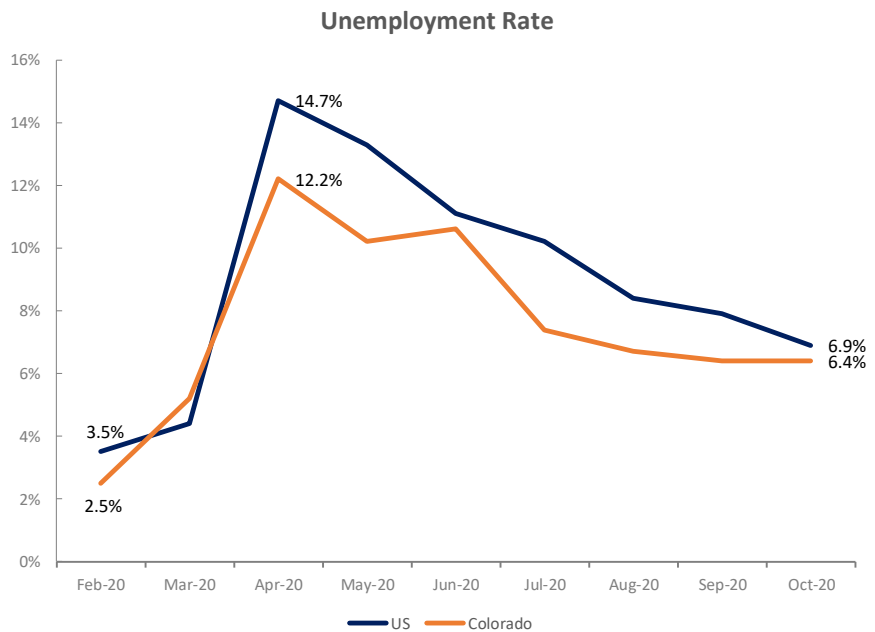
wages and salaries account for about 16 percent of total wages and salaries, so this downturn will not outweigh the rise in private sector wages and salaries. However, this downward trend highlights the impacts that the pandemic and recession are having on federal, state, and local governments.



Source: Bureau of Economic Analysis

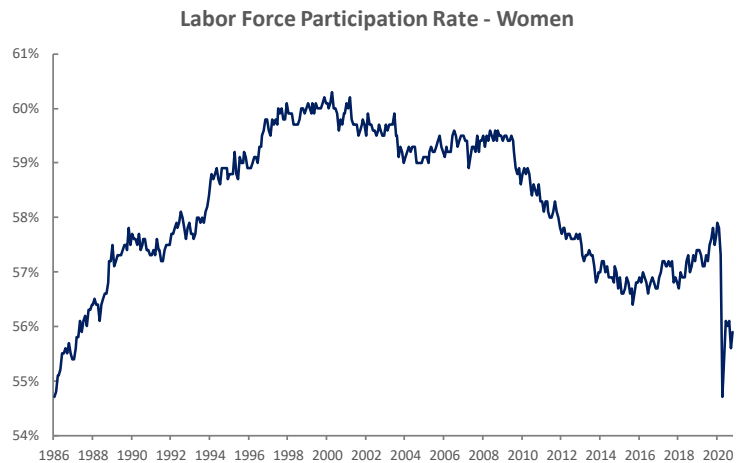
Employment

Colorado’s unemployment rate has been on a downward trajectory since the summer but held steady at 6.4 percent in both September and October. In contrast, the national unemployment rate continues its downward trend and sits at 6.9 percent. The current surge in COVID-19 cases in Colorado and nationally may put pressure on unemployment rates as businesses and



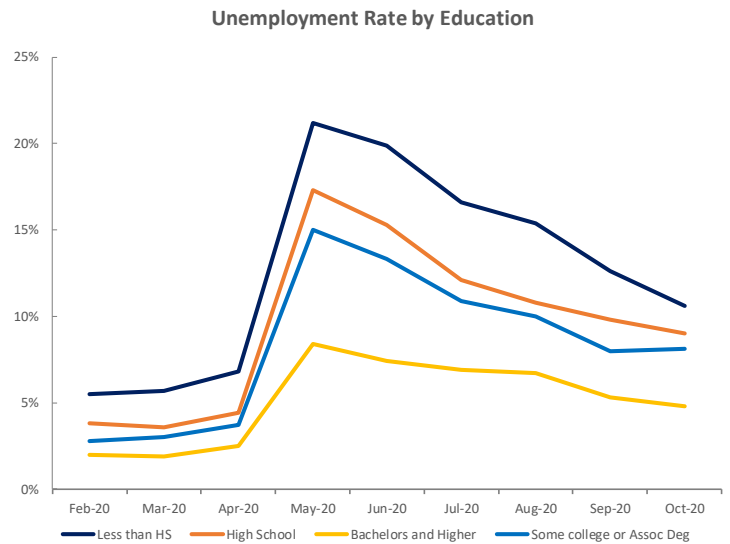
governments face decisions on how to adapt to the winter season, but the distribution of vaccines will moderate those concerns. The impacts of vaccines on the economy and unemployment will depend on how quickly and broadly they are distributed and how individuals change their behaviors.

These topline unemployment figures obscure the significant variability that exists across different demographic groups. The pandemic and recession have hit women particularly hard. In April, women made up only 54.7 percent of the national labor force; the last time this measure was this low was in 1986. The labor force participation rate by women rebounded to 55.9 percent in October, but that is still



lower than observed in decades—including during the Great Recession. The disproportionate impact on women is likely related to the fact that women bear greater responsibilities to care for children at home, and the move to on-line and home-based schooling has resulted in more women leaving the workforce.

In addition, national unemployment rates vary substantially by workers’ education levels. Workers with at least a bachelor’s degree had an unemployment rate of 4.2 percent in October, while the rate was 6.5 percent for those with some college or an Associates Degree, 8.1 percent for those with a high school diploma, and 9.8 percent for those less than a high school diploma. While the unemployment rate for those with a bachelor’s degree or higher is relatively good, these individuals only account for about 42 percent of the employed population.

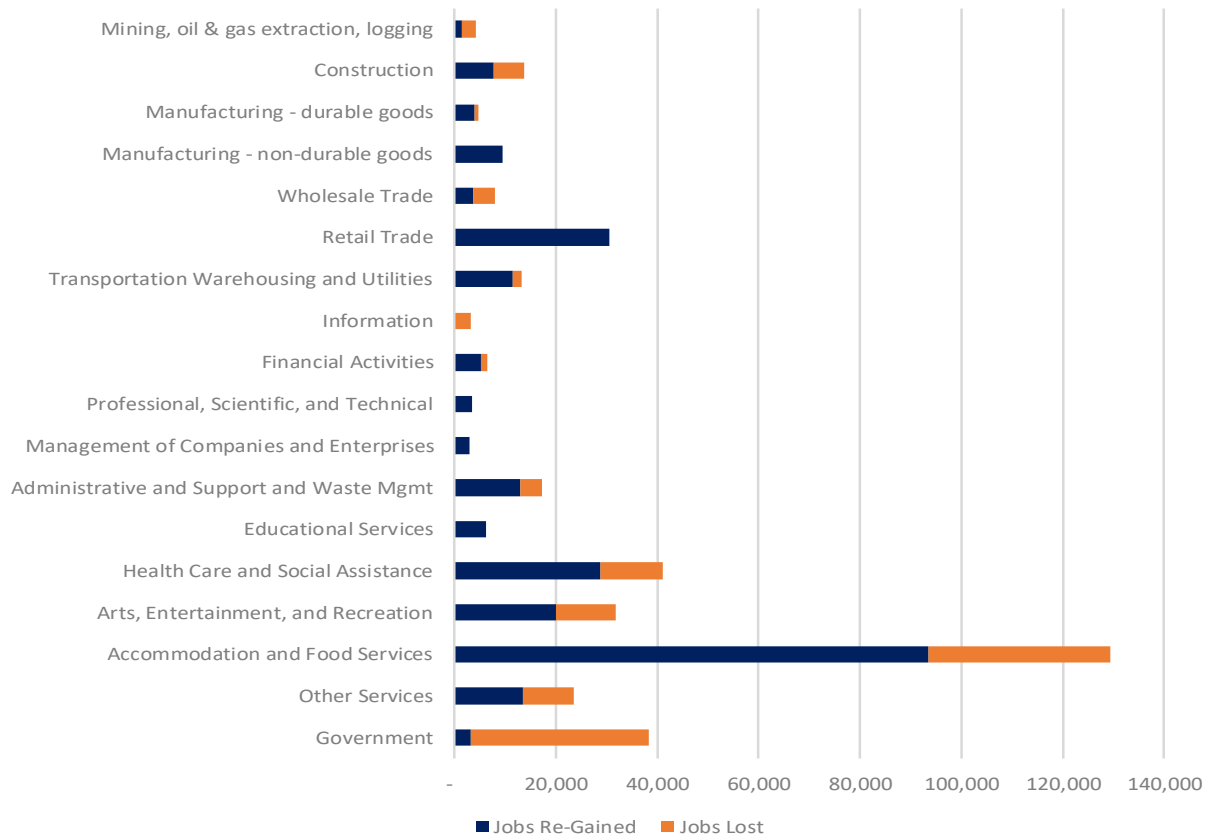


Source: Bureau of Labor Statistics

The employment picture in Colorado varies widely by economic sector. The Accommodation and Food Services sector lost the highest number of jobs of any sector, about 130,000 jobs, and has regained about 93,000 jobs as of October (72 percent of jobs lost). The Health Care and Social Assistance sector and Government sector each lost about 40,000 jobs, but their recoveries are very different. Health Care and Social Assistance regained about 70 percent of the lost jobs, while Government has regained less than 10 percent of those jobs. The sectors that have regained the highest proportion of lost jobs include manufacturing (durable and non-durable) and retail trade.

Regaining lost jobs will depend on various factors. For example, sectors that generally have low training and entry requirements could rebound quickly as businesses return to more normal operations and seek employees. This applies to some jobs in sectors such as Accommodation and Food Services and Retail Trade. Laid off employees in those sectors may have sought work in other sectors, but firms will likely be able to find new employees. Economic recovery measures taken by Colorado and the federal government are targeting a number of economic sectors. For example, Colorado’s General Assembly and Governor recently enacted stimulus policies that will help increase spending in the construction sector. The federal government has directed \$1.26 billion in direct aid to health care providers in Colorado, and more will come under previously approved appropriations. Additionally, Colorado has directed federal and state dollars to shore up funds for education and other government-funded jobs and services.

Number of Jobs Lost and Re-Gained



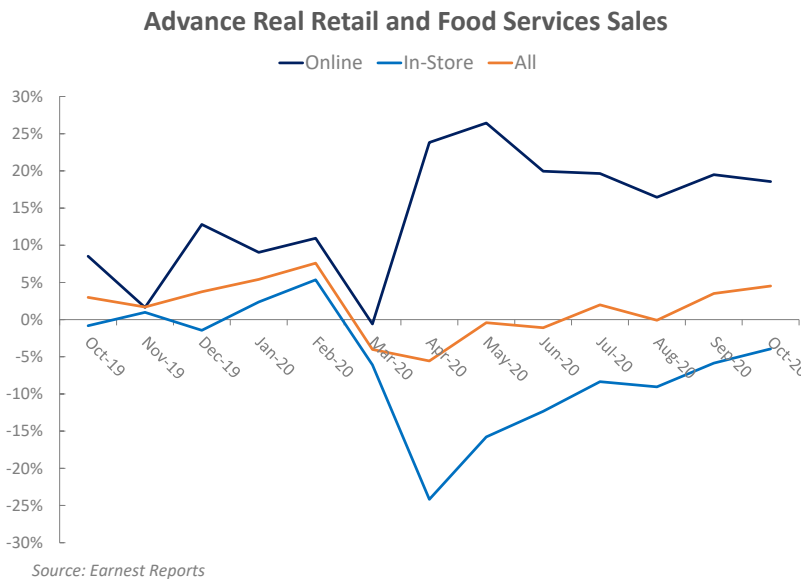
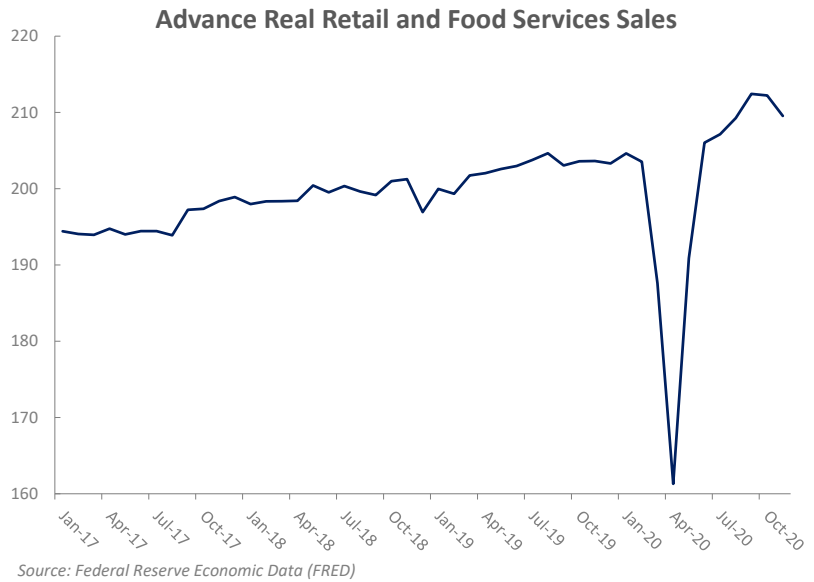
Source: Current Employment Statistics

It is likely that the pandemic and recession will lead to medium- and long-term changes in the number and types of jobs in Colorado. Even when economic output and unemployment rates in Colorado return to pre-pandemic levels, the economy will probably look different. For example, the pandemic quickly shifted consumer behavior to online purchases, and some economists suggest that this will result in a permanent change. Employment in the retail sector grew more

slowly over the long-term, while transportation and warehousing may experience higher growth rates as consumers continue shifting to on-line purchasing.

Retail Sales

Retail spending across the United States fell sharply at the beginning of the pandemic as businesses and restaurants closed down amidst public health orders. Since April, retail sales have rebounded to record highs and remain consistently above pre-virus levels. However, recent data from the Federal Reserve show monthly decreases in retail sales for both October and November, though levels remain well above this time last year and holiday spending remains strong.



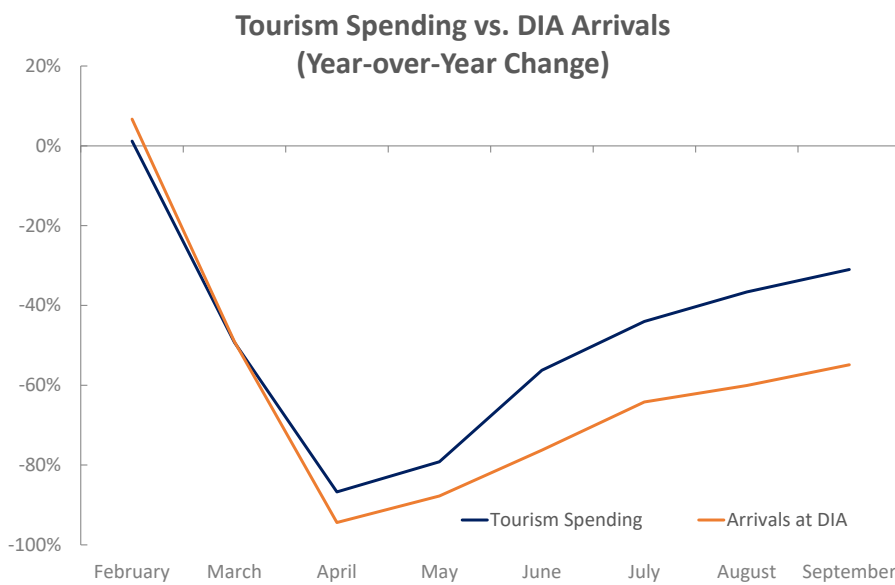
Elevated retail sales have been driven by a number of factors, including: (1) a shift from spending on services to spending on goods; (2) increased purchases of durable goods, such as automobiles; (3) increased purchases of goods used at the home, such as building materials and gardening equipment; (4) increased volume of online sales; and (5) elevated levels of personal income and high

levels of accumulated savings throughout the pandemic. The graph to the left shows the strong year-over-year increase in online sales. Online purchases in October were approximately 18.6 percent above 2019 levels, and were on average 20.6 percent above 2019 levels each month from April to October.

Despite October and November figures for retail sales falling slightly below expectations, sales are expected to continue at a high level, and above last year’s numbers, as the pandemic continues due to strong wages and high levels of accumulated savings. However, once the COVID-19 vaccine is widely distributed and spending on services begins to return to normal levels, retail sales growth will likely slow.

Tourism

The tourism industry, which accounts for more than 5 percent of Colorado’s GDP and 6.4 percent of employment in Colorado,¹ has been one of the hardest hit industries throughout the course of the COVID-19 pandemic and continues to experience a slow recovery following significant declines in March and April. Total traveler spending in Colorado suffered nearly a 90 percent decline between February and April. Spending then experienced a slow recovery back to 37 percent below 2019 levels in August and has since stayed around 30 percent below 2019 levels, at 36 percent behind year-over-year in the first week of November. This decline in traveler spending has been felt in the state’s workforce, as tourism-related industries such as traveler accommodation and recreation industries have had among the highest numbers of unemployment claims in Colorado.²



Sources: US Travel Association; Denver International Airport

As expected, the decline in traveler spending is closely linked to the lack of air travel into Colorado. In fact, the graph to the left compares the year-over-year change in tourism spending to the year-over-year change in passengers arriving at Denver International Airport (DIA) each month so far this year. As the graph demonstrates, the two figures have seen

very similar trends, though they have shown growing divergence since April. While the fact that these two lines follow such similar trends confirms an important relationship between air

¹ Council of State Governments.

² Colorado Department of Labor and Employment.

travelers and tourism spending in Colorado, the divergence of the lines shows that Coloradans and individuals from other neighboring states are exploring Colorado’s tourist destinations by car as they become comfortable with driving and remain uncomfortable with air travel.

While tourism has historically been one of the sectors slowest to recover from recessions, this recession may be different. Tourism may experience a more rapid recovery due to pent-up tourism demand and high personal incomes and savings.

Small Business

Although there has been a nationwide trend of reduced business formation since the late 1970s, Colorado’s urban areas have performed significantly better than the national average during this period,³ with small businesses comprising most of this business activity. Business formation generally declines in recessions. However, while general business applications (most of which are from sole proprietors) dropped sharply in March, they have surged to record highs since then.

Colorado and US Year-Over-Year Growth (%) in Business Applications Filed, 2020



Source: US Census Bureau, Business Formation Statistics

Despite increased business formation, the number of small businesses open in Colorado as of November 30 decreased 23.1 percent compared to January 2020 (28.8 percent nationally), with the declines slightly larger in low-income zip codes.⁴ Similarly, total small business revenue decreased 34.5 percent during the same period (32.3 percent nationally). However, the geographic divergences are stark, with small business revenue from low-income Colorado zip codes only down 21.2 percent (26 percent nationally), while revenue from high-income zip codes is down 45.5 percent (38.8 percent nationally).⁵ This is likely due to higher-income households

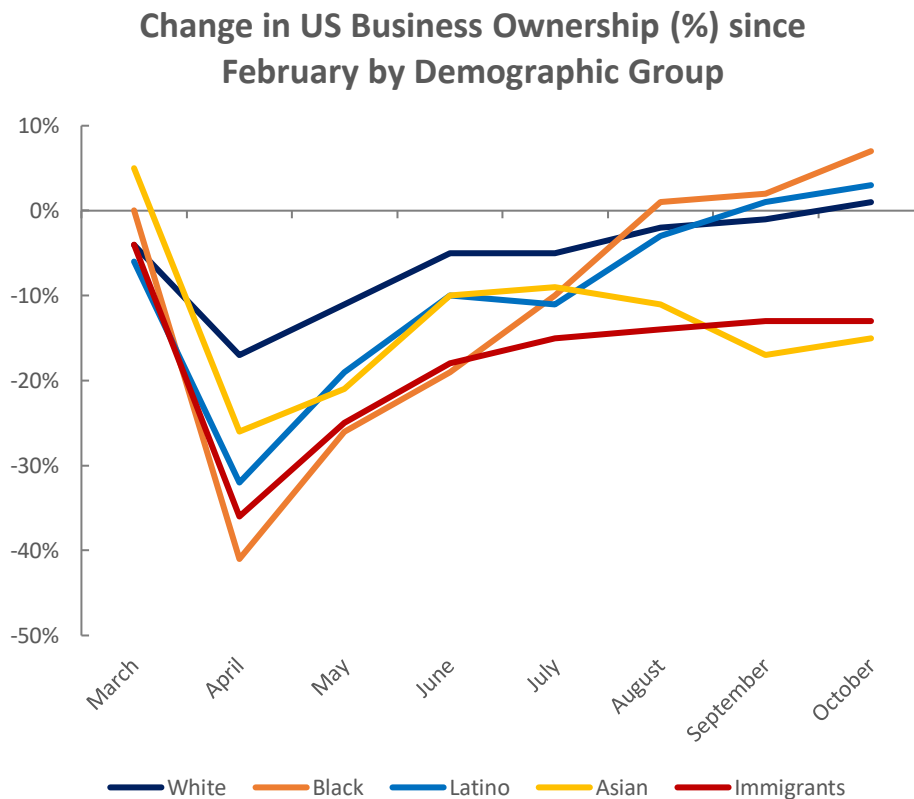
³ US Census Bureau, Business Formation Statistics.

⁴ Opportunity Insights (Womply).

⁵ Opportunity Insights (Womply).

cutting a larger percentage of their spending during the pandemic than lower-income households, as well as more of their money being spent on in-person businesses that are more likely to be closed.

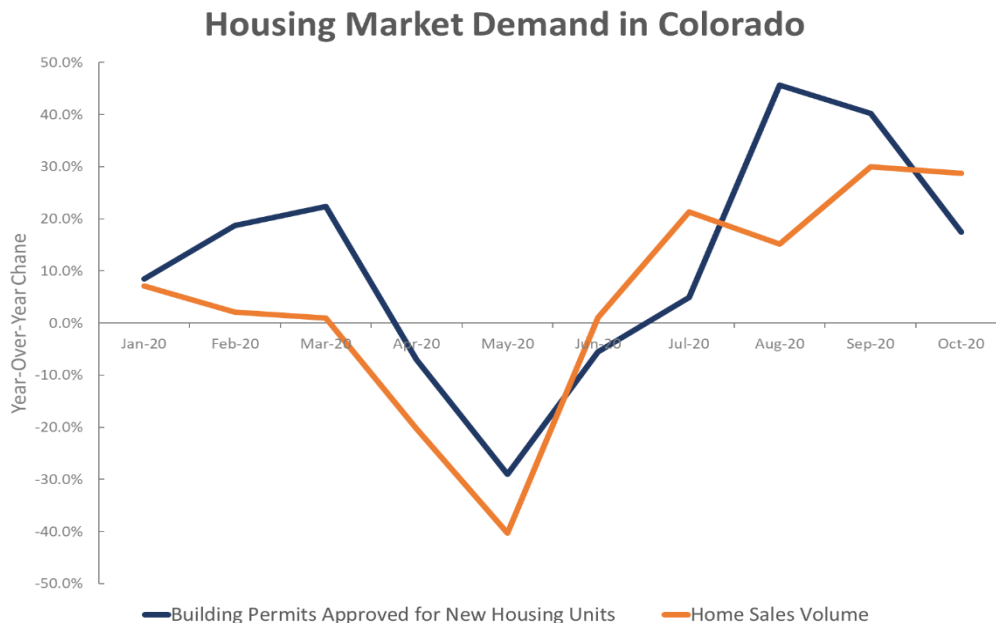
Some research indicates that nationally, the number of active business owners has recovered to February levels (as of October), although the business ownership rate is still down 15 percent and 13 percent for Asian-Americans and immigrants, respectively. But the business ownership rate compared to February has rebounded significantly for African-Americans and Latinos, whose rates were down 41 percent and 32 percent as of April but up 7 percent and 3 percent as of October.



Source: University of California Santa Cruz economist Robert Fairlie, adapted from US Census Bureau data

Housing

The housing market remains strong in Colorado, with demand for homeownership rising. Building permits for new private housing units, a leading indicator for the housing market, has grown at a strong pace since July, adding approximately 17,636 approvals through October. This level is roughly one-third greater than those approved during the same time periods between 2016 and 2019. Homebuilder confidence has reached record highs in recent months as low mortgage rates, high savings rates, and favorable demographics combine to create a positive outlook for home construction.



Sources: Federal Reserve Economic Data (FRED); Colorado Association of Realtors

Robust demand for homeownership has led to a thinning supply of for-sale inventory. October median single-family home prices in Colorado were 13.8 percent higher than a year ago. Home sales increased by 30.0 percent relative to last October while the number of active listings fell by 49.1 percent. Despite the current recession, rent collections remain stable with about 94 percent of renters paying on time as of October.

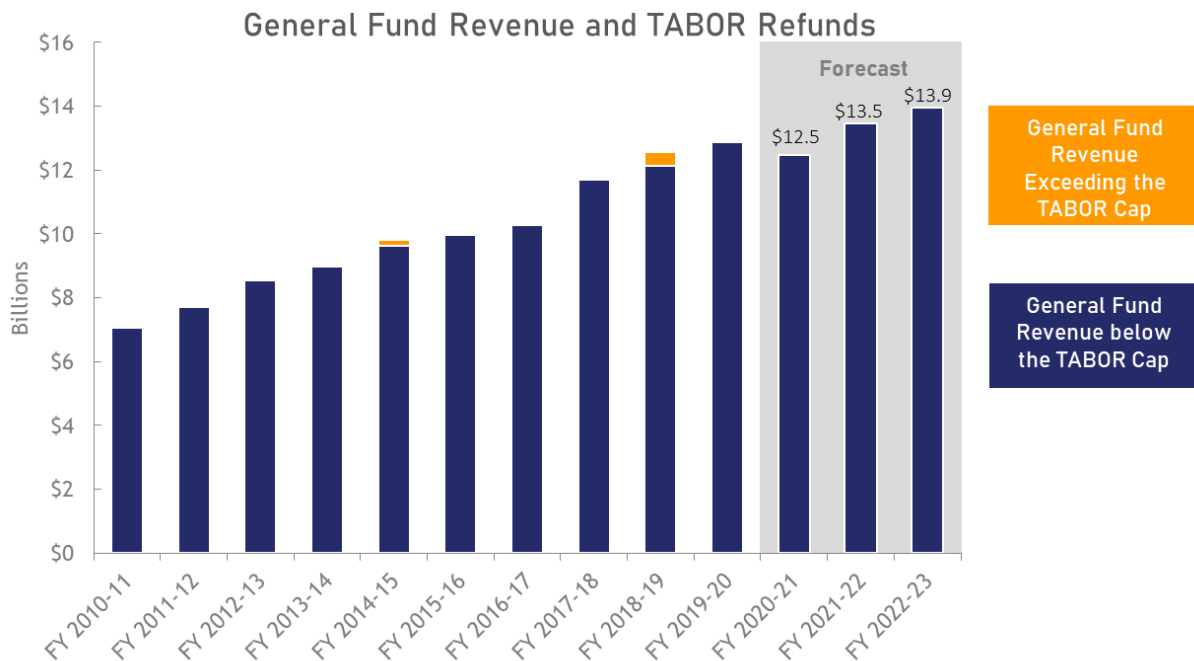
Eviction moratoriums and federal income supplements led to an abrupt decline in eviction filings in 2020. Evictions fell to less than four percent of 2019 levels in April and May, before gradually rising over the summer after Colorado's first eviction ban expired, peaking at 72 percent of the 2019 level in May before falling to 36 percent in November as further eviction moratoriums were implemented. Policy interventions – such as expanded unemployment insurance benefits, economic relief payments, eviction moratoriums, and forbearance provisions – have helped keep evictions at relatively subdued levels despite higher unemployment. The potential end of these policy interventions over the coming months poses a risk to low-income households and evictions could increase.

Forecast Risks

There is downside risk to the forecast over the coming winter months as caseloads remain high and vaccines are not yet widely available. While the authorization and distribution of a vaccine improves the economic outlook for 2021, major delays in this process present another downside risk to this forecast. Overall, however, the risks to the forecast are balanced to the upside, as strong household finances, record highs for housing and financial markets, and a high rate of job openings presents the possibility of a strong economic rebound once the pandemic is over.

Revenue Outlook – General Fund

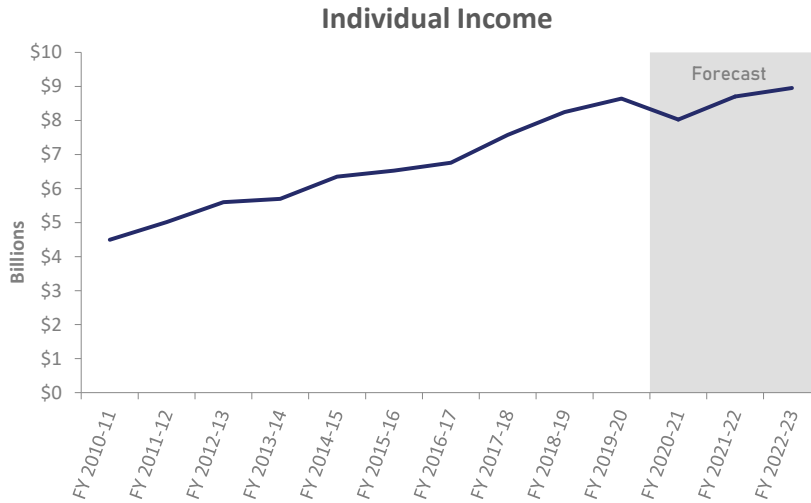
General Fund revenue is projected to decrease by 3.0 percent in FY 2020-21 before growing by 7.9 percent in FY 2021-22. It is expected to further increase by 3.5 percent in FY 2022-23. Since September, the GF revenue forecast has been revised upward by a total of 3.2 percent for FY 2020-21 through FY 2022-23. The upward revision to the forecast is due to higher revenue collections in recent months, especially attributable to sales and use taxes, corporate income taxes, and individual income taxes, the three largest revenue sources for the general fund, as well as an improved medium-term economic outlook due to the distribution of vaccines.



Three major revenue sources together make up about 95 percent of total General Fund revenue: individual income taxes, corporate income taxes, and sales and use taxes. General Fund revenue from the other remaining General Fund sources, such as interest earnings, taxes paid by insurers on premiums, and excise taxes on tobacco products and liquor, make up the remaining 5 percent.

Individual Income Tax

Individual income tax revenue increased by 4.8 percent in FY 2019-20 and is expected to decline 7.2 percent in FY 2020-21. Relative to September projections, the forecast was revised upward by \$81.8 million in FY 2020-21 and \$496.3 million in FY 2021-22.

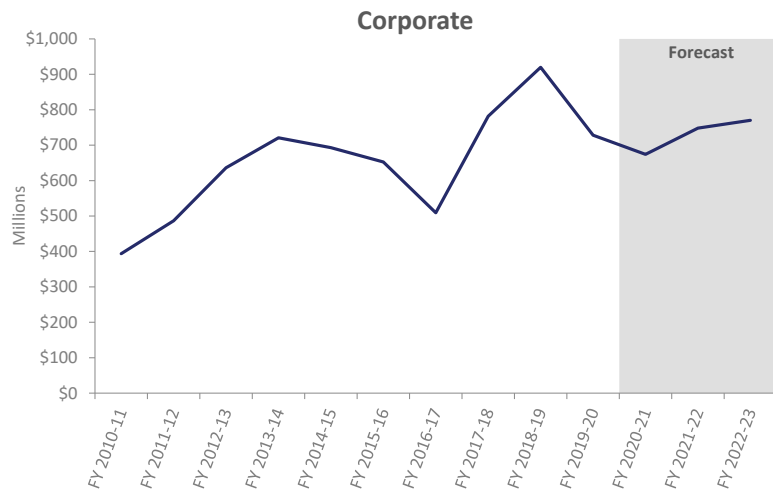


Individual income tax collections are extremely volatile during periods of economic change. Annual growth remained positive in FY 2019-20 despite the recession during the last few months of the fiscal year. Although Colorado experienced historically high unemployment rates, individual income tax withholdings remained strong as low-income earners were

disproportionately impacted. However, tax refunds are also expected to grow, as they usually do during economic recessions. The passage of Proposition 116 in November will reduce individual income tax collections throughout the forecast period. Net receipts are expected to decline in FY 2020-21 before resuming an upward trajectory, albeit at a slower rate than immediately before the pandemic.

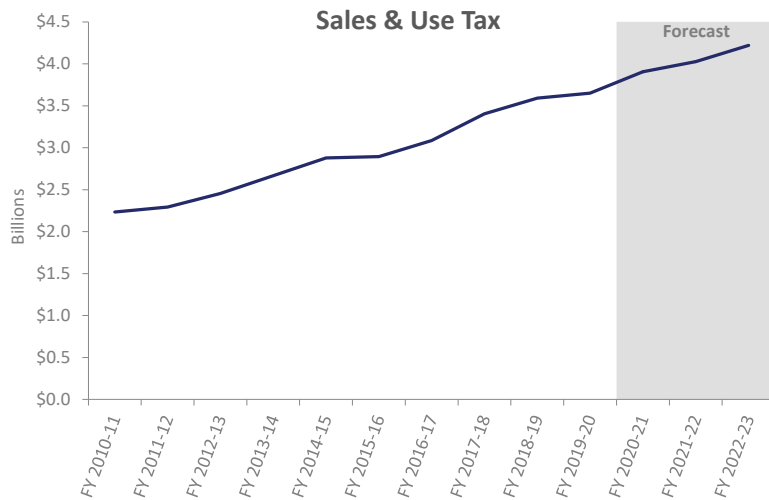
Corporate Income Tax

Corporate income tax collections fell to \$728.3 million in FY 2019-20, which is a 20.8 percent decline from FY 2018-19. Some of this decline was anticipated because FY 2018-19 corporate income tax receipts were unusually high due to a large settlement agreement with a delinquent taxpayer. Corporate income tax receipts are expected to decline another 7.4 percent in FY 2020-21 before resuming growth in FY 2021-22. However, once growth resumes in FY 2021-22 it will be slightly lower than anticipated in the September forecast as Proposition 116, which passed on the ballot in November, reduced the tax rate from 4.63 percent to 4.55 percent.



Sales and Use Taxes

Sales tax revenue grew 4.7 percent in FY 2019-20 and is expected to grow by 6.4 percent in FY 2020-21 before slowing to 5.9 percent growth in FY 2021-22 and 4.8 percent growth in FY 2022-23. Relative to the September forecast, the projection for FY 2020-21 was revised downward \$6.5 million to \$3.393 billion. The projections for FY 2021-22 and FY 2022-23 were revised upward by \$39.1 million and \$52.4 million, respectively.



The slight downward revision to FY 2020-21 despite strong sales tax revenue since September is due not to lowered expectations for sales, but rather to HB20B-1004, which allows for restaurants, bars, and mobile food services to retain state sales taxes for four months and will reduce sales tax revenues by approximately \$52.8 million for FY 2020-21.

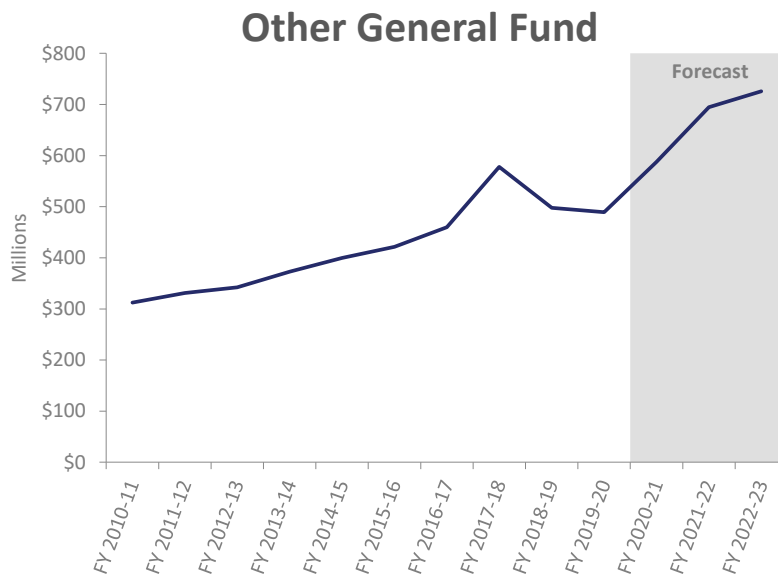
High personal incomes and the shift to spending on goods over services has influenced the strong sales tax collections thus far in FY 2020-21. These positive trends in personal income and goods spending, in addition to pent-up demand and high levels of accumulated savings, will continue to bolster sales tax collections throughout the remainder of FY 2020-21.

Use tax declined by 39.1 percent to \$210.5 million in FY 2019-20 and is expected to rebound by 4.5 percent to \$220.0 million in FY 2020-21. This projection is an upward revision of \$25.9 million from September's forecast, largely due to stronger than expected revenues thus far in FY 2020-21. Use tax is a companion to sales tax and is paid by Colorado residents and businesses on purchases that did not collect the state sales tax. Use tax brings in a much smaller amount of revenue than sales tax and is often more volatile. Much of the State's use tax revenue comes from Colorado businesses paying tax on transactions involving out-of-state sellers, in addition to individuals paying taxes on online purchases where the retailer did not collect taxes. Use tax collections are generally expected to continue to decline going forward as more retailers remit sales taxes directly to the State, resulting in fewer use taxes due.

The 15 percent special sales tax on marijuana retail sales is projected to increase by 19.3 percent to \$292.8 million in FY 2020-21. Growth will continue at 7.0 percent in FY 2021-22. Further analysis of marijuana tax collections can be found in the Revenue Outlook – Cash Funds section of this report.

Other General Fund Revenue

Other General Fund revenue fell by 1.7 percent in FY 2019-20 and is expected to increase by 20.0 percent in FY 2020-21, followed by growth of another 18.2 percent in FY 2021-22, each of which are significant upward revisions from September’s forecast. The major components of this revenue category include excise taxes on cigarettes, tobacco, nicotine, and liquor, as well as insurance revenue and interest income.



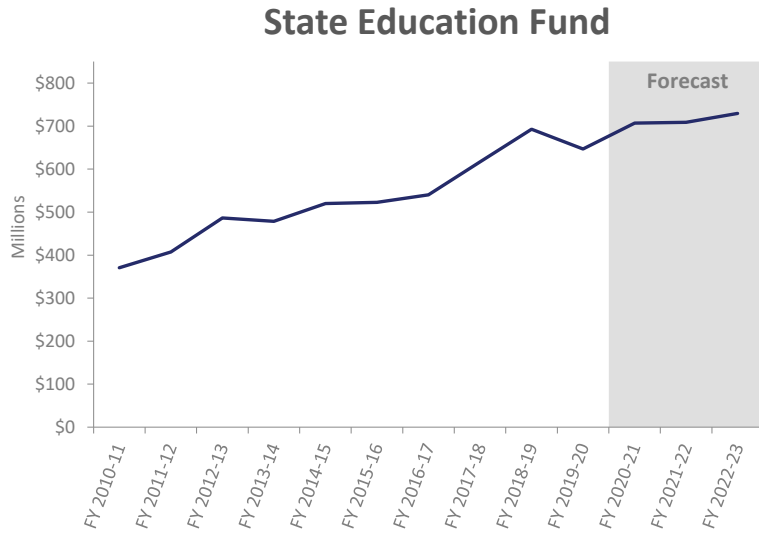
The increases over September’s forecast for FY 2020-21 and FY 2021-22 are largely due to additional revenues resulting from the approval of Proposition EE. Proposition EE, a ballot measure approved in November, imposes additional taxes on cigarettes and other tobacco products and creates a tax on other nicotine products such as e-cigarettes. Specifically, Proposition EE adds a tax of \$1.10 per pack of cigarettes, more than doubling the current tax of \$0.84 per pack. In addition, Proposition EE increases the tax on other tobacco products by 10 percent from 40 percent of manufacturer’s list price (MLP) to 50 percent of MLP. Finally, Proposition EE creates a tax on other nicotine products, starting at 30 percent of MLP and increasing to 50 percent of MLP by the end of this forecast period (FY 2022-23). Through FY 2022-23, revenue from the Proposition EE-imposed taxes is largely transferred to the State Education Fund, with smaller amounts going to the Rural Schools Cash Fund, the Housing Development Grant Fund, the Tobacco Tax Cash Fund, the Eviction Legal Defense Fund, and the Preschool Programs Cash Fund. Looking past FY 2022-23, Proposition EE increases each of these taxes and will generate additional revenue for the state going forward. Starting in FY 2023-24, these funds will be transferred almost entirely into the Preschool Programs Cash Fund and the Tobacco Education Programs Fund.

State Education Fund

Revenue to the State Education Fund from income taxes fell by 6.7 percent in FY 2019-20 but is expected to increase 9.3 percent in FY 2020-21 and increase 0.3 percent in FY 2021-22. This does

not include transfers from other funds. The forecast for State Education Fund revenue was revised upward from the September forecast in conjunction with the revisions to the forecasts for individual and corporate income tax collections.

The Colorado Constitution requires that 1/3 of 1 percent of Colorado taxable income be credited to the State Education Fund. As the State Education



Fund revenue is derived from taxable income, it generally follows the trends in individual income and corporate income tax revenue collections. However, the State Education Fund deviates from income tax trends in FY 2020-21 due to the impact of a delayed transfer incurred from FY 2019-20 revenue collections.

Revenue Outlook – Cash Funds

Cash funds are taxes, fees, fines, and interest collected by various State programs to fund services and operations. These revenue sources are designated by statute for a particular program and as such are distinct from General Fund revenue, which is available for general purpose expenditures. The following discussion highlights those cash fund revenues that are subject to TABOR.

Total cash fund revenue subject to TABOR was \$2.2 billion in FY 2019-20, a decrease of 8.2 percent from the prior fiscal year. In FY 2020-21 cash fund revenue is projected to decline a further 3.9 percent to \$2.2 billion before growing 5.8 percent in FY 2021-22.

Transportation

Transportation-related cash fund revenue fell by 6.1 percent in FY 2019-20, but is expected to grow by 0.8 percent in FY 2020-21. The forecast for FY 2020-21 has been revised downward slightly since September, by \$4.7 million, or 0.4 percent. The reduced revenue is due to reductions in business commutes and tourist travel that drive fuel tax revenues in Colorado. However, an expected increase in vehicle purchases and a return to commuting in FY 2021-22 and FY 2022-23 lead to 5.2 percent and 1.6 percent increases in transportation revenues for FY 2021-22 and FY 2022-23, with a return to pre-pandemic levels in FY 2022-23.

Transportation Revenue	Preliminary FY 19-20	Forecast FY 20-21	Forecast FY 21-22	Forecast FY 22-23
Highway Users Tax Fund (HUTF)				
Motor and Special Fuel Taxes	\$618.5	\$622.1	\$653.2	\$665.4
Change	-5.6%	0.6%	5.0%	1.9%
Total Registrations	\$258.7	\$262.4	\$270.1	\$276.0
Change	-2.6%	1.4%	2.9%	2.2%
Other HUTF Receipts	\$192.1	\$191.9	\$197.7	\$202.0
Change	2.1%	-0.1%	3.0%	2.2%
Total HUTF	\$1,069.3	\$1,076.5	\$1,121.0	\$1,143.4
Change	-3.6%	0.7%	4.1%	2.0%
State Highway Fund	\$27.5	\$28.4	\$22.3	\$24.6
Change	-30.9%	3.1%	-21.4%	10.2%
Other Transportation Funds	\$101.4	\$102.6	\$117.5	\$118.5
Change	-20.1%	1.3%	14.4%	0.9%
Total Transportation Funds	\$1,198.2	\$1,207.5	\$1,270.8	\$1,291.5
Change	-6.1%	0.8%	5.2%	1.6%

Transportation-related cash funds include the Highway Users Tax Fund (HUTF), the State Highway Fund (SHF), and a number of smaller cash funds. The primary revenue sources for the largest portion of transportation cash funds is the HUTF, which is comprised mainly of motor fuel taxes and registration fees.

Limited Gaming

Limited gaming revenue totaled \$82.3 million in FY 2019-20, slightly above June expectations. This revenue represents a 34.2 percent reduction from FY 2018-19 due to casino closures from mid-March to mid-June. Since September's forecast, gaming revenue has continued below pre-COVID trends, though revenue has grown closer to pre-COVID levels in recent months. Notably, while August gaming revenue was at only 71 percent of last year's level, September and October were at 86 percent and 99 percent of last year's levels, respectively. These trends suggest potential for increased gaming revenue compared to prior expectations.

At the same time, downside risk remains as COVID-19 cases in Colorado remain elevated. Namely, the uptick in COVID-19 cases could require additional Colorado counties to move to more restrictive red and purple public health orders, levels that could shut down the casinos.

With this context, gaming revenue is expected to partially recover in FY 2020-21 to \$96.4 million, up 17 percent from FY 2019-20. Moreover, gaming revenue will more fully recover once the effects of the pandemic subside in FY 2021-22 to \$113.5 million, up another 18 percent from FY 2020-21. FY 2022-23 revenue will return to pre-pandemic levels, up 15 percent to \$130.0 million.

Finally, the passage of Amendment 77 means

that gaming revenue may be higher if voters in Black Hawk, Central, and Cripple Creek Cities vote to expand authorized games and increase maximum bets, as it is expected that they will.

Distribution of Limited Gaming Revenues	Preliminary FY 19-20	Forecast FY 20-21	Forecast FY 21-22	Forecast FY 22-23
A. Total Limited Gaming Revenues	\$82.3	\$96.4	\$113.5	\$130.0
Annual Percent Change	-34.2%	17.2%	17.6%	14.6%
B. Base Limited Gaming Revenues	\$69.0	\$77.0	\$93.5	\$109.5
Annual Percent Change	-34.2%	11.6%	21.4%	17.0%
C. Gaming Revenue Subject to TABOR	\$70.7	\$78.6	\$95.2	\$111.2
Annual Percent Change	-33.9%	11.2%	21.1%	16.7%
D. Total Amount to Base Revenue Recipients	\$52.0	\$65.3	\$81.4	\$97.1
Amount to State Historical Society (28%)	\$14.6	\$18.3	\$22.8	\$27.2
Amount to Counties (12%)	\$6.2	\$7.8	\$9.8	\$11.7
Amount to Cities (10%)	\$5.2	\$6.5	\$8.1	\$9.7
Amount to Distribute to Remaining Programs (State Share) (50%)	\$26.0	\$32.6	\$40.7	\$48.5
Amount to Local Government Impact Fund	\$0.0	\$0.0	\$5.4	\$6.4
Colorado Tourism Promotion Fund	\$0.0	\$0.0	\$15.0	\$15.0
Creative Industries Cash Fund	\$0.0	\$0.0	\$2.0	\$2.0
Film, Television, and Media Operational Account	\$0.0	\$0.0	\$0.5	\$0.5
Advanced Industries Acceleration Fund	\$0.0	\$0.0	\$5.5	\$5.5
Innovative Higher Education Research Fund	\$0.0	\$0.0	\$2.1	\$2.1
Transfer to the General Fund	\$26.0	\$32.6	\$10.2	\$17.0
E. Total Amount to Amendment 50 Revenue Recipients	\$15.4	\$16.1	\$17.0	\$17.9
Community Colleges, Mesa and Adams State (78%)	\$12.0	\$12.6	\$13.3	\$14.0
Counties (12%)	\$1.8	\$1.9	\$2.0	\$2.2
Cities (10%)	\$1.5	\$1.6	\$1.7	\$1.8

Severance

Severance tax revenue fell to \$131.7 million in FY 2019-20 and is expected to decline further to \$25.7 million in FY 2020-21 as production values remain low and producers claim ad valorem credits. Collection levels are expected to see a moderate rebound in FY 2021-22 and FY 2022-23, with projected revenue increasing to \$53.0 million in FY 2021-22 and \$74.7 million in FY 2022-23. These figures have been revised upward by \$5.7 million, \$13.1 million, and \$13.7 million in those years, respectively. As the economy recovers, both consumer demand for oil and its associated prices are anticipated to increase modestly, resulting in increased production activity.

Marijuana

Marijuana taxes grew 32.4 percent in FY 2019-20, totaling \$347.3 million. Record sales numbers continued throughout the summer and fall, with retail and medical sales up by an average of 30.2 percent and 39.9 percent each month, respectively, as compared to FY 2019-20 sales. Forecasted marijuana tax revenue is expected to continue growing to \$410.2 million in FY 2020-21 and to \$438.1 million in FY 2021-22.

Tax Revenue from the Marijuana Industry	Preliminary FY 19-20	Forecast FY 20-21	Forecast FY 21-22	Forecast FY 22-23
Proposition AA Taxes				
Retail Marijuana 15% Special Sales Tax	\$245.5	\$292.8	\$313.3	\$332.1
Retail Marijuana 15% Excise Tax	\$88.5	\$103.5	\$111.3	\$114.6
Total Proposition AA Taxes	\$334.0	\$396.3	\$424.6	\$446.7
2.9% Sales Tax & Interest (Subject to TABOR)				
Medical Marijuana 2.9% State Sales Tax	\$11.7	\$12.2	\$11.8	\$11.5
Retail Marijuana 2.9% State Sales Tax	\$1.3	\$1.4	\$1.3	\$1.3
Interest Earnings	\$0.3	\$0.3	\$0.4	\$0.4
Total 2.9% Sales Taxes & Interest	\$13.3	\$13.9	\$13.5	\$13.1
Total Marijuana Taxes	\$347.3	\$410.2	\$438.1	\$459.9

The revenue from the 15 percent special sales tax goes to the General Fund, the Marijuana Tax Cash Fund, local governments, and the Public School Fund. Proposition AA also included an excise tax of 15 percent on retail marijuana sales that is credited to public school cash funds. The forecasted distribution of marijuana tax revenue is shown in the table below.

Fiscal Year	Total Marijuana Revenue	Local Share	General Fund	BEST School Capital Construction	Public School Permanent Fund	Public School Fund	Marijuana Tax Cash Fund
FY 2019-20 Preliminary	\$347.3	\$24.5	\$34.4	\$88.5	\$0.0	\$27.8	\$172.1
FY 2020-21 Projected	\$410.2	\$29.3	\$41.0	\$40.0	\$0.0	\$96.7	\$203.2
FY 2021-22 Projected	\$438.1	\$31.3	\$43.9	\$111.3	\$0.0	\$35.5	\$216.1
FY 2022-23 Projected	\$459.9	\$33.2	\$46.5	\$114.6	\$0.0	\$37.6	\$227.9

Federal Mineral Lease

Federal Mineral Lease (FML) revenue decreased by 44.9 percent to \$62.7 million in FY 2019-20 due largely to the effects of lower natural gas and oil prices. FML revenue is expected to decrease further by 1.0 percent in FY 2020-21 to \$62.1 million. Collection levels are expected to marginally rebound as prices stabilize in FY 2021-22 and FY 2022-23, increasing by 6.6 percent and 16.9 percent in those years, respectively.

Fiscal Year	Bonus Payments	Non-Bonus Payments	Total FML	% Change
FY 2019-20 Final	\$0.8	\$61.9	\$62.7	-44.9%
FY 2020-21 Projected	\$1.9	\$60.2	\$62.1	-1.0%
FY 2021-22 Projected	\$2.0	\$64.2	\$66.2	6.6%
FY 2022-23 Projected	\$0.8	\$76.6	\$77.4	16.9%

Oil and gas prices are anticipated to gradually increase to levels that incentivize increased production activity. While FML revenue is exempt from TABOR, it is included here because a portion of the money is distributed to the Public School Fund, where it is used for the State's share of K-12 school finance.

Other Cash Funds

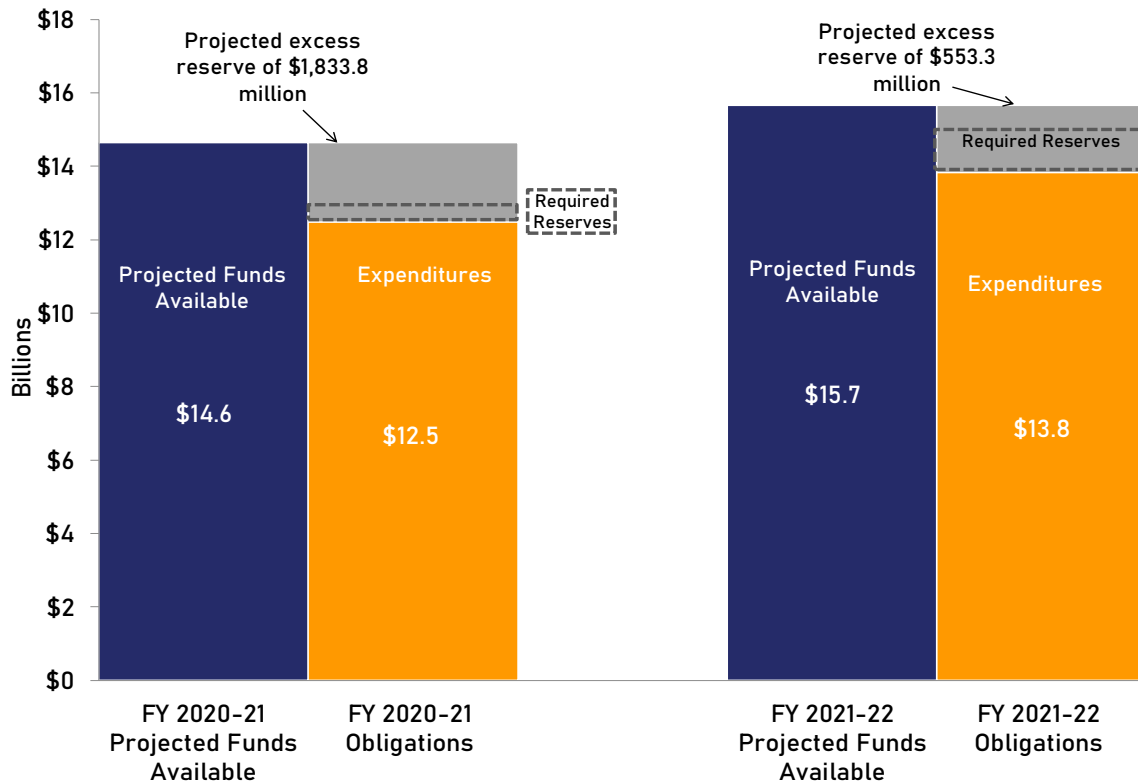
The State receives revenue from a variety of other cash funds as well. This includes cash fund revenue to the Department of Regulatory Agencies (DORA), which is projected to increase approximately 10.0 percent to \$89.2 million. Insurance-related cash fund revenue is obtained largely from a surcharge on workers' compensation insurance and has been adjusted upward on expectations of a slight increase in the workers' compensation insurance industry in the current year. The forecasted revenue is \$23.7 million in FY 2020-21, with a 7.6 percent decrease in FY 2021-22 to \$21.9 million.

Finally, the "Other Miscellaneous Cash Funds" category includes revenue from over 300 cash fund programs which collect revenue from fines, fees, and interest earnings. This broad category is less sensitive to general economic conditions than revenue sources like income and severance taxes. The miscellaneous cash fund forecast has been revised upward to \$721.8 million in FY 2020-21, which is 0.6 percent higher than the September 2020 forecast. Revenue in FY 2021-22 is projected to be \$738.7 million.

Budget Outlook

General Fund

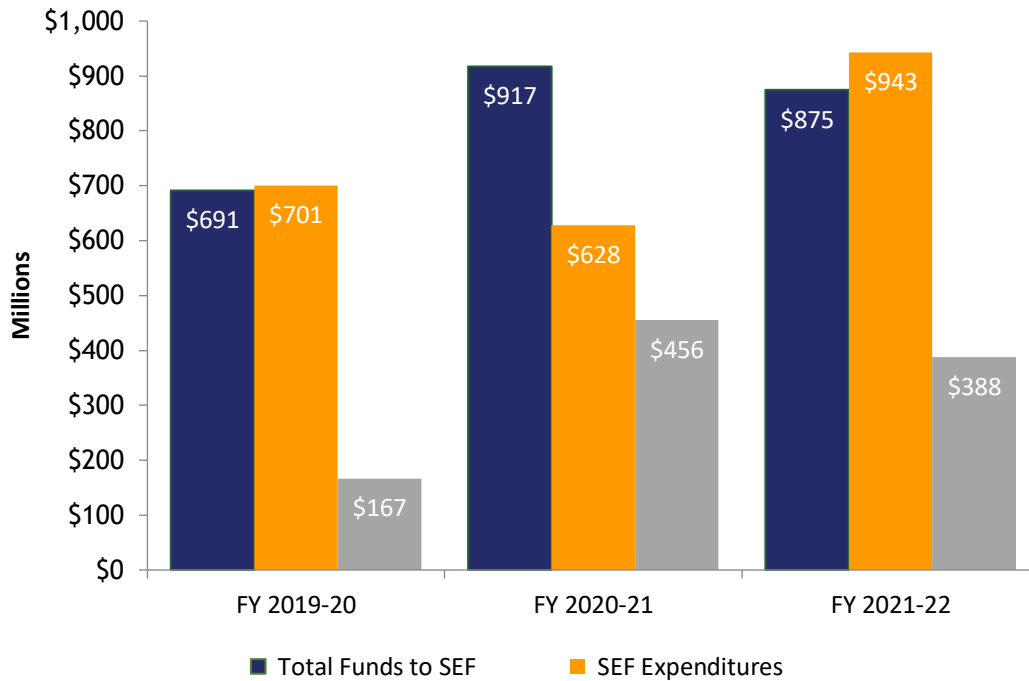
General Fund revenue increased 2.4 percent in FY 2019-20 and is projected to decrease 3.0 percent in FY 2020-21 before growing 7.9 percent in FY 2021-22 and 3.5 percent in FY 2022-23. General Fund revenue for FY 2020-21 is \$221.6 million, or 1.8 percent higher than was estimated in September, as the pace of the economic recovery exceeded expectations. The forecast for FY 2021-22 is \$626.1 million, or 4.9 percent higher than estimated in September.



The General Fund reserve was above the required statutory reserve amount of 3.1 percent of appropriations in FY 2019-20. The Governor has proposed an increase in the General Fund reserve to 10 percent of appropriations in FY 2021-22. Under this forecast, the General Fund ending balance is projected to be \$553.8 million above this proposed reserve level. The chart above summarizes total projected General Fund revenue available, total obligations, and reserve levels for FY 2020-21 and FY 2021-22 under the Governor’s November budget request.

State Education Fund

The State Education Fund’s year-end balance was \$166.7 million in FY 2019-20 and is projected to increase to \$456.0 million in FY 2020-21, including transfers. The figure below summarizes total State Education Fund revenue, expenditures, and ending balances for FY 2019-20, FY 2020-21, and FY 2021-22.



Forecast Risks

This budget outlook is based on OSPB’s economic forecast as detailed in Tables 1 and 2 of the Reference Tables at the end of this document. This economic forecast is subject to both upside and downside risks.

On the upside, the economy has recovered better than expected since the September forecast, and the approval and distribution of vaccines for COVID-19 are creating optimism that the pandemic could subside in the summer months. Greater personal savings and pent up demand could help propel the economic recovery. However, on the downside, the epidemiological course of COVID-19 and the economic recovery are still uncertain. The surge in cases during the fall may continue into the winter and could hamper the recovery. Although economic conditions could be more negative than described in this forecast, the risks to the budget outlook are balanced to the upside.

Supplemental Materials

An overview of General Fund and State Education Fund revenue, expenditures, and end-of-year reserves is provided in the Reference Tables at the end of this document. A more detailed discussion of the information presented in the Reference Tables can be found at the Office of State Planning and Budgeting's website: www.colorado.gov/governor/economics.

TABOR Outlook

Under Article X, Section 20 of the State Constitution, the Taxpayer’s Bill of Rights (TABOR), revenue received from certain sources is subject to an annual limit determined by the prior year’s limit after adjustments for inflation and population growth. Any TABOR revenue received above the cap is to be refunded to taxpayers in the subsequent fiscal year. Revenue subject to TABOR exceeded the revenue cap by \$428.3 million in FY 2018-19 but did not exceed the cap in FY 2019-20 and is not projected to be above the cap for the duration of the forecast period.

Current law specifies three mechanisms by which revenue in excess of the cap is to be refunded to taxpayers: the senior homestead and disabled veterans property tax exemptions, a temporary income tax rate reduction (from 4.55 percent to 4.50 percent), and a sales tax refund. The size of the refund determines which refund mechanisms are utilized.

An estimated \$270.5 million of the \$428.5 million refund obligation from FY 2018-19 is being distributed as an income tax rate reduction, while \$151.2 million is being refunded via the senior homestead and disabled veterans property tax exemption expenditures in FY 2019-20. Any difference between estimated refunds and actual refunds will be corrected in the next fiscal year in which a refund is owed.

No refunds are projected for FY 2020-21 or the duration of the forecast period.

Reference Tables

Table 1: Colorado Economic Variables – History and Forecast

Line No.		Actual						December 2020 Forecast		
		2014	2015	2016	2017	2018	2019	2020	2021	2022
Income										
1	Personal Income (Billions) /A	\$271.3	\$284.8	\$290.7	\$312.0	\$335.2	\$352.2	\$374.0	\$380.0	\$393.7
2	Change	8.8%	5.0%	2.1%	7.3%	7.4%	5.1%	6.2%	1.6%	3.6%
3	Wage and Salary Income (Billions)	\$138.6	\$146.6	\$151.1	\$160.8	\$170.3	\$182.1	\$181.6	\$188.3	\$196.6
4	Change	7.0%	5.8%	3.1%	6.4%	5.9%	6.9%	-0.3%	3.7%	4.4%
5	Per-Capita Income (\$/person) /A	\$50,709	\$52,251	\$52,480	\$55,596	\$58,897	\$61,160	\$64,334	\$64,780	\$66,454
6	Change	7.2%	3.0%	0.4%	5.9%	5.9%	3.8%	5.2%	0.7%	2.6%
Population & Employment										
7	Population (Thousands)	5,350.1	5,450.6	5,539.2	5,611.9	5,691.3	5,758.7	5,814.0	5,866.3	5,924.4
8	Change	1.5%	1.9%	1.6%	1.3%	1.4%	1.2%	1.0%	0.9%	1.0%
9	Net Migration (Thousands)	47.9	71.6	58.5	46.0	55.6	43.3	35.0	30.0	36.0
10	Unemployment Rate	5.0%	3.9%	3.3%	2.8%	3.2%	2.8%	7.0%	5.7%	5.1%
11	Total Nonagricultural Employment (Thousands)	2,463.7	2,541.0	2,601.8	2,660.3	2,727.3	2,785.6	2,665.8	2,746.6	2,834.7
12	Change	3.5%	3.1%	2.4%	2.2%	2.5%	2.1%	-4.3%	3.0%	3.2%
Construction Variables										
13	Total Housing Permits Issued (Thousands)	28.7	31.9	39.0	40.7	42.6	38.6	38.7	42.1	43.8
14	Change	4.3%	11.1%	22.3%	4.4%	4.8%	-9.4%	0.2%	8.7%	4.2%
15	Nonresidential Construction Value (Millions) /B	\$4,350.9	\$4,990.8	\$5,989.0	\$6,159.6	\$8,140.4	\$5,063.6	\$4,759.8	\$5,240.5	\$5,570.6
16	Change	20.1%	14.7%	20.0%	2.8%	32.2%	-37.8%	-6.0%	10.1%	6.3%
Price Variables										
17	Retail Trade (Billions) /C	\$182.7	\$182.9	\$184.7	\$194.6	\$206.1	\$224.6	\$226.8	\$245.4	\$254.0
18	Change	5.7%	0.1%	1.0%	5.4%	5.9%	9.0%	1.0%	8.2%	3.5%
19	Denver-Aurora-Lakewood Consumer Price Index (1982-84=100) /D	237.2	240.0	246.6	255.0	262.0	267.0	273.1	279.9	286.9
20	Change	2.8%	1.2%	2.8%	3.4%	2.7%	1.9%	2.3%	2.5%	2.5%

/A Personal Income as reported by the U.S. Bureau of Economic Analysis includes: wage and salary disbursements, supplements to wages and salaries, proprietors' income with inventory and capital consumption adjustments, rental income of persons with capital consumption adjustments, personal dividend income, personal interest income, and personal current transfer receipts, less contributions from government social insurance.

/B Nonresidential Construction Value is reported by Dodge Analytics (McGraw-Hill Construction) and includes new construction, additions, and major remodeling projects predominately at commercial and manufacturing facilities, educational institutions, and medical and government buildings. Nonresidential does not include non-building projects (such as streets, highways, bridges and utilities).

/C In 2018, the geography and data frequency of this series were revised. 2017 and prior years represent Denver-Boulder-Greeley regional prices.

Table 2: National Economic Variables – History and Forecast

Line No.		Actual						December 2020 Forecast		
		2014	2015	2016	2017	2018	2019	2020	2021	2022
Inflation-Adjusted & Current Dollar Income Accounts										
1	Inflation-Adjusted Gross Domestic Product (Billions) /A	\$16,912.0	\$17,432.2	\$17,730.5	\$18,144.1	\$18,687.8	\$19,091.7	\$18,385.3	\$19,120.7	\$19,694.3
2	Change	2.5%	3.1%	1.7%	2.3%	3.0%	2.2%	-3.7%	4.0%	3.0%
3	Personal Income (Billions) /B	\$14,991.7	\$15,724.2	\$16,160.7	\$16,948.6	\$17,851.8	\$18,551.5	\$19,673.9	\$19,949.3	\$20,617.6
4	Change	5.7%	4.9%	2.8%	4.9%	5.3%	3.9%	6.1%	1.4%	3.4%
5	Per-Capita Income (\$/person) /B	\$47,099	\$49,046	\$50,049	\$52,150	\$54,645	\$56,525	\$59,647	\$60,181	\$61,887
6	Change	5.0%	4.1%	2.1%	4.2%	4.8%	3.4%	5.5%	0.9%	2.8%
7	Wage and Salary Income (Billions)	\$7,475.2	\$7,859.5	\$8,089.1	\$8,471.5	\$8,894.2	\$9,309.3	\$9,253.4	\$9,568.1	\$9,941.2
8	Change	5.1%	5.1%	2.9%	4.7%	5.0%	4.7%	-0.6%	3.4%	3.9%
Population & Employment										
9	Population (Millions)	318.3	320.6	322.9	325.0	326.7	328.2	329.8	331.5	333.1
10	Change	0.7%	0.7%	0.7%	0.6%	0.5%	0.5%	0.5%	0.5%	0.5%
11	Unemployment Rate	6.2%	5.3%	4.9%	4.4%	3.9%	3.7%	8.2%	6.7%	5.5%
12	Total Nonagricultural Employment (Millions)	138.9	141.8	144.3	146.6	148.9	150.9	142.2	145.0	148.2
13	Change	1.9%	2.1%	1.8%	1.6%	1.6%	1.4%	-5.8%	2.0%	2.2%
Other Key Indicators										
14	Consumer Price Index (1982-84=100)	236.7	237.0	240.0	245.1	251.1	255.7	258.8	263.7	269.2
15	Change	1.6%	0.1%	1.3%	2.1%	2.4%	1.8%	1.2%	1.9%	2.1%
16	Corporate Profits (Billions)	\$2,120.2	\$2,060.5	\$2,023.7	\$2,114.5	\$2,243.0	\$2,250.5	\$1,957.9	\$2,294.7	\$2,483.6
17	Change	5.4%	-2.8%	-1.8%	4.5%	6.1%	0.8%	-13.0%	17.2%	8.2%
18	Housing Permits (Millions)	1.052	1.183	1.207	1.282	1.329	1.386	1.378	1.487	1.579
19	Change	6.2%	12.4%	2.0%	6.3%	3.6%	4.3%	-0.6%	7.9%	6.2%
20	Retail Trade (Billions)	\$5,215.7	\$5,349.5	\$5,510.2	\$5,744.8	\$6,001.6	\$6,218.0	\$6,267.7	\$6,777.5	\$6,998.9
21	Change	4.3%	2.6%	3.0%	4.3%	4.5%	3.6%	0.8%	8.1%	3.3%

/A U.S. Bureau of Economic Analysis, National Income and Product Accounts. Inflation-adjusted, in 2009 dollars.

/B Personal Income as reported by the U.S. Bureau of Economic Analysis includes: wage and salary disbursements, supplements to wages and salaries, proprietors' income with inventory and capital consumption adjustments, rental income of persons with capital consumption adjustments, personal dividend income, personal interest income, and personal current transfer receipts, less contributions from government social insurance.

Table 3: General Fund Revenue Estimates by Tax Category /A

Line No.	Category	Preliminary		December 2020 Estimate by Fiscal Year					
		FY 2019-20	% Chg	FY 2020-21	% Chg	FY 2021-22	% Chg	FY 2022-23	% Chg
Excise Taxes:									
1	Sales	\$3,196.0	4.7%	\$3,392.2	6.1%	\$3,502.8	3.3%	\$3,672.7	4.9%
2	Use	\$210.5	-39.1%	\$220.0	4.5%	\$211.8	-3.7%	\$216.0	2.0%
3	Retail Marijuana Sales - Special Sales Tax	\$245.5	27.4%	\$292.8	19.3%	\$313.3	7.0%	\$332.1	6.0%
4	Cigarette	\$32.5	-0.1%	\$108.4	233.2%	\$189.3	74.7%	\$184.4	-2.6%
5	Tobacco Products	\$24.4	9.5%	\$39.5	62.2%	\$37.1	-6.1%	\$38.0	2.3%
6	Nicotine	N/A	N/A	\$7.5	N/A	\$16.4	120.0%	\$28.0	71.0%
7	Liquor	\$50.1	3.7%	\$53.1	6.1%	\$52.8	-0.6%	\$54.0	2.2%
8	Total Excise	\$3,759.0	1.7%	\$4,113.6	9.4%	\$4,323.6	5.1%	\$4,525.2	4.7%
Income Taxes:									
9	Net Individual Income	\$8,645.5	4.8%	\$8,024.2	-7.2%	\$8,705.1	8.5%	\$8,954.9	2.9%
10	Net Corporate Income	\$728.3	-20.8%	\$674.3	-7.4%	\$747.8	10.9%	\$770.1	3.0%
11	Total Income	\$9,373.8	2.3%	\$8,698.4	-7.2%	\$9,452.9	8.7%	\$9,725.0	2.9%
12	<i>Less: State Education Fund Diversion</i>	<i>\$646.7</i>	<i>-6.7%</i>	<i>\$707.0</i>	<i>9.3%</i>	<i>\$709.0</i>	<i>0.3%</i>	<i>\$729.4</i>	<i>2.9%</i>
13	Total Income to General Fund	\$8,727.1	3.0%	\$7,991.4	-8.4%	\$8,744.0	9.4%	\$8,995.6	2.9%
Other Revenue:									
14	Insurance	\$337.4	7.2%	\$319.3	-5.4%	\$342.2	7.2%	\$363.1	6.1%
15	Interest Income	\$31.1	17.2%	\$29.8	-4.3%	\$28.3	-4.8%	\$29.4	4.0%
16	Pari-Mutuel	\$0.4	-23.7%	\$0.4	-2.0%	\$0.4	-2.0%	\$0.4	-2.0%
17	Court Receipts	\$3.9	-6.7%	\$3.9	-0.5%	\$3.9	0.0%	\$3.9	0.0%
18	Other Income	\$9.7	-80.2%	\$25.7	165.0%	\$24.1	-6.2%	\$24.7	2.6%
19	Total Other	\$382.5	-3.1%	\$379.0	-0.9%	\$398.8	5.2%	\$421.5	5.7%
20	GROSS GENERAL FUND	\$12,868.5	2.4%	\$12,484.0	-3.0%	\$13,466.4	7.9%	\$13,942.3	3.5%

/A Dollars in millions.

Table 4: General Fund Overview under the Governor’s Budget Request /A

Line No.		Preliminary FY 2019-20	December 2020 Estimate by Fiscal Year		
			FY 2020-21	FY 2021-22	FY 2022-23
Revenue					
1	Beginning Reserve	\$1,262.6	\$1,825.2	\$2,144.7	\$1,823.3
2	Gross General Fund Revenue	\$12,868.5	\$12,484.0	\$13,466.4	\$13,942.3
3	<i>Transfers to the General Fund</i>	\$248.0	\$325.1	\$41.3	\$17.7
4	TOTAL GENERAL FUND AVAILABLE	\$14,379.1	\$14,634.3	\$15,652.4	\$15,783.4
Expenditures					
5	Appropriation Subject to Limit	\$11,805.2	\$10,872.8	\$12,699.9	\$13,833.5
6	<i>Dollar Change (from prior year)</i>	\$546.4	-\$932.3	\$1,827.1	\$1,133.6
7	<i>Percent Change (from prior year)</i>	4.9%	-7.9%	16.8%	8.9%
8	Spending Outside Limit	\$910.5	\$1,616.8	\$1,129.1	\$947.0
9	<i>TABOR Refund under Art. X, Section 20, (7) (d)</i>	\$0.0	\$0.0	\$0.0	\$0.0
10	<i>Homestead Exemption (Net of TABOR Refund)</i>	\$0.0	\$155.0	\$172.2	\$186.0
11	<i>Other Rebates and Expenditures</i>	\$145.7	\$140.9	\$144.3	\$147.2
12	<i>Transfers for Capital Construction</i>	\$213.6	\$43.0	\$90.0	\$50.0
13	<i>Transfers for Transportation</i>	\$300.0	\$200.0	\$0.0	\$50.0
14	<i>Transfers to State Education Fund</i>	\$40.3	\$158.2	\$155.0	\$135.0
15	<i>Transfers to Other Funds</i>	\$210.9	\$819.7	\$567.6	\$378.8
16	<i>Transfer to Make Money Available for COVID-19 Emergency</i>	\$0.0	\$100.0	\$0.0	\$0.0
17	TOTAL GENERAL FUND OBLIGATIONS	\$12,715.6	\$12,489.6	\$13,829.0	\$14,780.5
18	<i>Percent Change (from prior year)</i>	-1.1%	-1.8%	10.7%	6.9%
19	Reversions and Accounting Adjustments	-\$161.7	\$0.0	\$0.0	\$0.0
Reserves					
20	Year-End General Fund Balance	\$1,825.2	\$2,144.7	\$1,823.3	\$1,002.9
21	<i>Year-End General Fund as a % of Appropriations</i>	15.5%	19.7%	14.4%	7.3%
22	<i>General Fund Statutory Reserve</i>	\$362.4	\$311.0	\$1,270.0	\$1,002.9
23	<i>Above/Below Statutory Reserve</i>	\$1,462.8	\$1,833.8	\$553.3	\$0.0

/A. FY 2021-22 expenditures reflect the Governor’s budget request. FY 2022-23 expenditures will be adopted in future budget legislation. Therefore, FY 2022-23 expenditures and fund balance projections shown are illustrative only. Dollars in millions.

Table 5: General Fund and State Education Fund Overview under the Governor’s Budget Request /A

Line No.		Preliminary FY 2019-20	December 2020 Estimate by Fiscal Year		
			FY 2020-21	FY 2021-22	FY 2022-23
Revenue					
1	Beginning Reserves	\$1,438.6	\$2,153.6	\$2,767.4	\$2,377.6
2	<i>State Education Fund</i>	\$176.0	\$166.7	\$456.0	\$387.6
3	<i>General Fund</i>	\$1,262.6	\$1,986.9	\$2,311.4	\$1,990.0
4	Gross State Education Fund Revenue	\$691.3	\$917.2	\$874.7	\$888.2
5	Gross General Fund Revenue /B	\$13,116.6	\$12,809.1	\$13,507.7	\$13,960.1
6	TOTAL FUNDS AVAILABLE FOR EXPENDITURE	\$15,246.4	\$15,879.9	\$17,149.7	\$17,225.9
Expenditures					
7	General Fund Expenditures /C	\$12,553.9	\$12,484.6	\$13,829.0	\$14,785.1
8	State Education Fund Expenditures	\$700.6	\$627.9	\$943.0	\$888.2
9	TOTAL OBLIGATIONS	\$13,254.5	\$13,112.5	\$14,772.1	\$15,673.3
10	<i>Percent Change (from prior year)</i>	-1.4%	-1.1%	12.7%	6.1%
11	<i>Reversions and Accounting Adjustments</i>	-\$161.7	\$0.0	\$0.0	\$0.0
Reserves					
12	Year-End Balance	\$2,153.6	\$2,767.4	\$2,377.6	\$1,552.5
13	State Education Fund	\$166.7	\$456.0	\$387.6	\$387.6
14	General Fund	\$1,986.9	\$2,311.4	\$1,990.0	\$1,165.0
15	<i>General Fund Above/Below Statutory Reserve</i>	\$1,624.5	\$2,000.5	\$1,440.1	\$323.4

/A FY 2021-22 expenditures reflect the Governor’s budget request. FY 2022-23 expenditures will be adopted in future budget legislation. Therefore, FY 2022-23 expenditures and fund balance projections shown are illustrative only. Dollars in millions.

/B This amount includes transfers to the General Fund.

/C General Fund expenditures include appropriations subject to the limit of 5.0 percent of Colorado personal income as well as all spending outside the limit.

Table 6: Cash Fund Revenue Subject to TABOR /A

Line No.	Category	Actual FY 2019-20	December 2020 Estimate by Fiscal Year		
			FY 2020-21	FY 2021-22	FY 2022-23
1	Transportation-Related /A	\$1,198.2	\$1,207.5	\$1,270.8	\$1,291.5
2	Change	-6.1%	0.8%	5.2%	1.6%
3	Limited Gaming Fund /B	\$70.7	\$78.6	\$95.2	\$111.2
4	Change	-33.9%	11.2%	21.1%	16.7%
5	Capital Construction - Interest	\$6.3	\$4.4	\$4.5	\$4.6
6	Change	33.6%	-30.0%	2.3%	1.1%
7	Regulatory Agencies	\$81.1	\$89.2	\$91.1	\$91.4
8	Change	2.9%	10.0%	2.2%	0.3%
9	Insurance-Related	\$24.9	\$20.8	\$21.3	\$23.1
10	Change	10.5%	-16.5%	2.2%	8.5%
11	Severance Tax	\$131.7	\$16.2	\$43.1	\$64.2
12	Change	-48.4%	-87.7%	166.0%	49.0%
13	Other Miscellaneous Cash Funds	\$725.3	\$721.8	\$738.7	\$757.9
14	Change	4.5%	-0.5%	2.3%	2.6%
15	TOTAL CASH FUND REVENUE	\$2,238.3	\$2,138.6	\$2,264.7	\$2,343.8
16	Change	-8.2%	-4.5%	5.9%	3.5%

/A Includes revenue from Senate Bill 09-108 (FASTER) which began in FY 2009-10. Roughly 40 percent of FASTER-related revenue is directed to State Enterprises. Revenue to State Enterprises is exempt from TABOR and is thus not included in the figures reflected by this table. Dollars in millions.

/B Excludes tax revenue from extended gaming as allowed by Amendment 50 to the Colorado Constitution as this revenue is exempt from TABOR. The portion of limited gaming revenue that is exempt is projected based on the formula outlined in House Bill 09-1272.

Table 7: TABOR and the Referendum C Revenue Limit/A

Line No.		Actual FY 2019-20	December 2020 Estimate by Fiscal Year		
			FY 2020-21	FY 2021-22	FY 2022-23
TABOR Revenues:					
1	General Fund /A <i>Percent Change from Prior Year</i>	\$12,629.5 2.3%	\$12,101.8 -4.2%	\$12,964.4 7.1%	\$13,413.5 3.5%
2	Cash Funds /A <i>Percent Change from Prior Year</i>	\$2,236.8 -8.3%	\$2,138.6 -4.4%	\$2,264.7 5.9%	\$2,343.8 3.5%
3	Total TABOR Revenues <i>Percent Change from Prior Year</i>	\$14,866.3 0.5%	\$14,240.5 -4.2%	\$15,229.1 6.9%	\$15,757.3 3.5%
Revenue Limit Calculation:					
4	Previous calendar year population growth	1.4%	1.2%	1.0%	0.9%
5	Previous calendar year inflation	2.7%	1.9%	2.3%	2.5%
6	Allowable TABOR Growth Rate	4.2%	3.1%	3.3%	3.4%
7	TABOR Limit /B	\$12,253.2	\$12,633.1	\$13,050.0	\$13,493.7
8	General Fund Exempt Revenue Under Ref. C /C	\$2,613.1	\$1,607.4	\$2,179.1	\$2,263.6
9	Revenue Cap Under Ref. C /B /D	\$14,963.2	\$15,427.1	\$15,936.2	\$16,478.0
10	Amount Above/Below Cap	-\$96.9	-\$1,186.6	-\$707.1	-\$720.7
11	Revenue to be Refunded including Adjustments from Prior Years /E	\$0.0	\$0.0	\$0.0	\$0.0
12	TABOR Reserve Requirement	\$446.0	\$427.2	\$456.9	\$472.7

/A Amounts differ from the revenue totals reported in Table 3 and Table 6 due to accounting adjustments, and because some General Fund revenue is exempt from TABOR. Dollars in millions.

/B The TABOR limit and Referendum C cap are adjusted to account for changes in the enterprise status of various state entities.

/C Under Referendum C, a "General Fund Exempt Account" is created in the General Fund. The account consists of money collected in excess of the TABOR limit in accordance with Referendum C.

/D The revenue limit is calculated by applying the "Allowable TABOR Growth Rate" to either "Total TABOR Revenue" or the "Revenue Cap under Ref. C," whichever is smaller. Beginning in FY 2010-11, the revenue limit is based on the highest revenue total from FY 2005-06 to 2009-10 plus the "Allowable TABOR Growth Rate." FY 2007-08 was the highest revenue year during the Referendum C timeout period. SB 17-267 reduced the Referendum C cap by \$200 million in FY 2017-18. The lower cap then grows by inflation and population growth in subsequent years.

/E These adjustments are the result of: (a) changes that were made to State accounting records for years in which TABOR refunds occurred that resulted in changes in required refunds to taxpayers, and (b) the refund to taxpayers in previous years was different than the actual amount required. Such adjustments are held by the State until a future year in which a TABOR refund occurs when they adjust the total refund amount distributed to taxpayers.

APPENDIX C

**STATE OF COLORADO COMPREHENSIVE ANNUAL FINANCIAL REPORT
FOR THE FISCAL YEAR ENDED JUNE 30, 2019**

and

**STATE OF COLORADO UNAUDITED BASIC FINANCIAL STATEMENTS
FOR THE FISCAL YEAR ENDED JUNE 30, 2020**

(Pagination reflects the original printed documents)

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APPENDIX D

CERTAIN STATE ECONOMIC AND DEMOGRAPHIC INFORMATION

The following information was prepared and provided by Development Research Partners, Inc. to give prospective investors general information concerning selected economic and demographic conditions existing in Colorado as of the dates indicated. See also “INTRODUCTION – State Economic and Demographic Information.” The statistics have been obtained from the referenced sources and represent the most current information available as of May 2020 from the sources indicated; however, since certain information is released with a significant time lag, the information in some cases will not be indicative of existing or future economic and demographic conditions. Further, the reported data has not been adjusted to reflect economic trends, notably inflation. Finally, other economic and demographic information concerning the State not presented herein may be available, and prospective investors may want to review such information prior to making their investment decision. *The following information is not to be relied upon as a representation or guarantee of the State or any officer or employee of or advisor to the State.* **As a direct result of the COVID-19 pandemic, the information in this Appendix, such as employment figures, has changed materially since the date of such information.** See “IMPACT OF COVID-19 ON THE STATE AND SCHOOL DISTRICTS” and “INVESTMENT CONSIDERATIONS – Impact of COVID 19 on the Series 2020B Notes.” See also “APPENDIX A – THE STATE GENERAL FUND – Revenue Estimation; OSPB Revenue and Economic Forecasts” and “APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST.”

Overview

Colorado, the most populous state in the Rocky Mountain region, has three distinct geographic and economic areas. The eastern half of the State consists of the eastern plains, which are flat, open and largely devoted to agriculture. The Front Range lies along the eastern base of the Rocky Mountains and contains most of the State’s metropolitan areas. The western half of the State – which includes the Rocky Mountains and the Western Slope – includes many acres of national park and forest land and significant reserves of minerals, natural gas and other resources.

The State’s population and wealth are concentrated in the Front Range, principally in four major metropolitan areas: Denver/Boulder, Colorado Springs, Fort Collins/Greeley and Pueblo. Denver, the State’s capital, is the economic center of the State and the Rocky Mountain region. About 56% of the State’s population and 62% of its jobs are located in the Denver/Boulder metropolitan area, which is a hub for transportation, communication, financial activities and professional and business services. The aerospace, bioscience and energy industries are also key contributors to economic growth in the Denver/Boulder metropolitan area and the State as a whole.

The State’s economic performance depends heavily on economic performance at the national level. See also “APPENDIX A – THE STATE GENERAL FUND – OSPB Revenue and Economic Forecasts” and “APPENDIX B – OSPB DECEMBER 2020 REVENUE FORECAST.”

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Population and Age Distribution

The following table provides population figures for Colorado and the United States for the past 10 years.

	Population Estimates (as of July 1)			
	Colorado		United States	
	Population (millions)	% Change	Population (millions)	% Change
2009	5.0	1.7%	306.7	0.9%
2010	5.1	1.5%	309.3	0.9%
2011	5.1	1.5%	311.6	0.7%
2012	5.2	1.4%	313.8	0.7%
2013	5.3	1.5%	316.0	0.7%
2014	5.4	1.5%	318.3	0.7%
2015	5.5	1.9%	320.6	0.7%
2016	5.5	1.6%	322.9	0.7%
2017	5.6	1.3%	325.0	0.6%
2018	5.7	1.4%	326.7	0.5%
2019	5.8	1.3%	328.2	0.5%

Note: Figures for 2009 through 2018 are estimates. The U.S. 2019 count is an estimate, and the 2019 count for Colorado is a forecast.

Sources: Colorado Division of Local Government, State Demography Office; U.S. Census Bureau, Population Estimates Program.

The following table provides the age distribution for the most recent year available for the State's population and the population nationwide.

	Age Distribution, July 1			
	Colorado, 2019		United States, 2019	
	Population (millions)	% of total	Population (millions)	% of total
Under 18	1.26	21.9%	73.04	22.3%
18 to 24	0.56	9.7%	30.22	9.2%
25 to 44	1.66	28.8%	87.60	26.7%
45 to 64	1.44	24.9%	83.32	25.4%
65+	0.84	14.6%	54.06	16.5%
Total	5.77	100.0%	328.24	100.0%
Median Age ¹	37.2		38.2	

¹ U.S. median age is for 2018.

Note: Totals may not add due to rounding. The U.S. 2019 count is an estimate, and the Colorado 2019 count is a forecast.

Sources: Colorado Division of Local Government, State Demography Office; U.S. Census Bureau, Population Estimates Program.

Income

The following table provides annual per capita personal income figures for Colorado, the Rocky Mountain Region, and the United States.

	Per Capita Personal Income in Current Dollars ¹					
	Colorado		Rocky Mountain Region ²		United States	
	Income	% Change	Income	% Change	Income	% Change
2014	\$50,711		\$45,314		\$47,071	
2015	\$52,147	2.8%	\$47,029	3.8%	\$48,994	4.1%
2016	\$52,278	0.3%	\$47,472	0.9%	\$49,890	1.8%
2017	\$55,374	5.9%	\$49,744	4.8%	\$51,910	4.0%
2018	\$58,500	5.6%	\$52,458	5.5%	\$54,526	5.0%
2019	\$61,348	4.9%	\$54,769	4.4%	\$56,663	3.9%

¹ Per capita personal income is total personal income divided by the July 1 population estimate.

² The Rocky Mountain Region includes Colorado, Idaho, Montana, Utah, and Wyoming.

Source: U.S. Bureau of Economic Analysis

Employment

The following table provides labor force, total employment, and unemployment statistics for the State.

Civilian Labor Force, Total Employment, and Unemployment Rates, Not Seasonally Adjusted

	Colorado Civilian Labor Force (thousands)		Colorado Total Employment (thousands) ¹		Annual Average Unemployment Rate	
		% Change		% Change	Colorado	United States
2015	2,825.1		2,714.8		3.9%	5.3%
2016	2,891.7	2.4%	2,797.0	3.0%	3.3%	4.9%
2017	2,986.5	3.3%	2,902.7	3.8%	2.8%	4.4%
2018	3,080.7	3.2%	2,983.5	2.8%	3.2%	3.9%
2019	3,148.8	2.2%	3,062.1	2.6%	2.8%	3.7%
Year-to-date averages through April:						
2019	3,110.9		3,011.7		3.2%	3.9%
2020	3,131.6	0.7%	2,952.5	-2.0%	5.7%	6.6%

¹ Includes the self-employed, unpaid family workers and other groups not included in statistics that show employment by industry.

Sources: U.S. Bureau of Labor Statistics, Local Area Unemployment Statistics; Labor Force Statistics from the Current Population Survey.

The following table shows Colorado employment by industry for the past five years. Industry designations are based on the North American Industrial Classification System. Employment includes only those workers covered by unemployment insurance; most workers in the State are covered.

Industry	Average Annual Number of Employees by Industry					Most Recent Quarter		
	2015	2016	2017	2018	2019	2019Q3	2019Q4	% Change
Private Sector								
Agriculture, Forestry, Fishing, and Hunting	15,624	16,469	17,598	18,131	19,743	21,487	19,928	-7.3%
Mining	30,565	23,573	25,578	28,200	28,635	28,879	27,442	-5.0%
Utilities	8,202	8,239	8,079	8,030	8,168	8,236	8,197	-0.5%
Construction	148,638	155,139	163,452	173,063	178,867	184,398	181,044	-1.8%
Manufacturing	140,831	142,381	144,064	147,270	150,109	151,009	150,486	-0.3%
Wholesale Trade	103,253	104,882	106,726	108,257	110,218	110,913	111,582	0.6%
Retail Trade	263,104	269,032	270,783	272,644	272,176	271,230	277,157	2.2%
Transportation and Warehousing	67,287	68,327	72,554	77,469	83,417	83,358	88,601	6.3%
Information	70,599	71,730	71,643	74,992	76,296	76,174	77,245	1.4%
Finance and Insurance	106,344	108,970	111,293	112,624	112,761	112,775	113,068	0.3%
Real Estate and Rental and Leasing	46,944	48,707	50,566	52,152	54,474	55,072	55,567	0.9%
Professional and Technical Services	204,586	210,093	215,783	224,620	235,424	237,358	240,765	1.4%
Management of Companies and Enterprises	36,488	36,833	39,018	40,839	42,317	42,756	42,897	0.3%
Administrative and Waste Services	157,385	158,535	158,041	158,512	161,846	168,827	163,982	-2.9%
Educational Services	33,847	34,992	35,375	36,694	37,674	37,062	38,489	3.9%
Health Care and Social Assistance	275,183	287,168	291,299	298,559	303,803	304,452	306,898	0.8%
Arts, Entertainment, and Recreation	50,707	52,625	55,407	56,848	58,975	60,941	57,072	-6.3%
Accommodation and Food Services	261,704	270,673	277,613	282,491	285,929	295,571	283,722	-4.0%
Other Services	75,157	78,231	82,201	82,029	84,557	86,145	85,292	-1.0%
Unclassified	1,478	759	180	1,886	2,636	679	1,202	77.0%
Government	396,853	405,690	412,002	418,297	427,979	424,026	432,960	2.1%
Total*	2,494,777	2,553,045	2,609,255	2,673,605	2,736,002	2,761,346	2,763,595	0.1%

* Industry employment levels may not add to total due to rounding.

Source: Colorado Department of Labor and Employment, Quarterly Census of Employment and Wages.

The following table shows the largest private sector employers in Colorado based on the most current information available as of May 2019. No independent investigation has been made, and no representation is made herein as to the financial condition of the employers listed below or the likelihood that these employers will maintain their status as major employers in the state. Employment counts for these businesses may have changed since this table was compiled, and other large employers may exist in the State that are not included in the table.

Estimated Largest Private Sector Employers in Colorado		
Employer	Type of Business	Estimated Employees¹
Wal-Mart	General Merchandise	27,500
UCHealth	Healthcare, Research	23,500
The Kroger Co. (King Soopers/City Market)	Supermarkets	20,900
Centura Health	Healthcare	14,500
HealthONE Corporation	Healthcare	12,400
Lockheed Martin Corporation	Aerospace & Defense Related Systems	10,500
SCL Health System	Healthcare	10,000
Comcast	Telecommunications	9,000
Amazon	Warehousing & Distribution Services	8,100
Home Depot	Building Materials Retailer	8,000
Children's Hospital Colorado	Healthcare	7,800
CenturyLink	Telecommunications	7,800
Target Corporation	General Merchandise	7,600
Safeway Inc.	Supermarkets	7,300
United Airlines	Airline	7,000
Kaiser Permanente	Health Maintenance Organization	6,700
JBS Swift & Company	Beef Processing/Corporate Office	6,000
Vail Resorts	Leisure & Hospitality	5,600
United Parcel Service	Logistics	5,400
Banner Health	Healthcare	5,200
Wells Fargo	Banking/Financial Services	5,100
FedEx Corp.	Logistics	4,500
Southwest Airlines	Airline	4,500
Ball Corporation	Aerospace, Containers	4,400
Oracle	Software & Network Computer Systems	4,400

¹ Figures include both full-time and part-time employees.

Source: Compiled by Development Research Partners from various sources, May 2020.

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The following table shows the largest public sector employers in Colorado based on the most current information available as of May 2020.

Estimated Largest Public Sector Employers in Colorado	
Employer	Estimated Employees¹
State of Colorado	57,300
Federal Government (except USPS)	42,800
University of Colorado System	24,300
Denver Public Schools	15,400
City & County of Denver	12,300
Jefferson County Public Schools	11,300
U.S. Postal Service	9,000
Douglas County School District RE-1	8,700
Cherry Creek School District 5	7,800
Colorado State University	7,700
Denver Health	7,600
Aurora Public Schools	5,400
Adams 12 Five Star Schools	5,000
Boulder Valley School District RE-2	4,300
Poudre School District R-1	4,200
St. Vrain Valley School District RE-1J	4,100
City of Aurora	4,000
Colorado Springs School District 11	3,900
Academy Schools District 20	3,600
Jefferson County	3,400
U.S. Department of Veterans Affairs	3,200
Mesa County Valley School District 51	3,000
El Paso County	2,800
Regional Transportation District (RTD)	2,800
School District 49	2,700

¹ Includes both full-time and part-time employees.

Source: Compiled by Development Research Partners from various sources, May 2019.

Retail Sales

The following table provides recent annual sales figures as reported for state sales tax purposes.

Colorado Sales and Use Tax Net Collections						
Fiscal Years 2015 to 2019						
	Sales Tax		Consumer Use Tax		Retailer Use Tax	
	Amount		Amount		Amount	
	(thousands)	% Change	(thousands)	% Change	(thousands)	% Change
2015	\$2,561,913	8.0%	\$123,175	5.9%	\$132,685	6.0%
2016	\$2,596,355	1.3%	\$111,227	-9.7%	\$132,591	-0.1%
2017	\$2,719,778	4.8%	\$109,037	-2.0%	\$149,567	12.8%
2018	\$2,906,717	6.9%	\$121,158	11.1%	\$184,034	23.0%
2019	\$3,031,974	4.3%	\$124,947	3.1%	\$218,136	18.5%

Source: Colorado Department of Revenue.

The following table provides retail sales totals by industry for the State for the most recent five years and year-to-date available. Retail sales data is only available through February 2016 as the Colorado Department of Revenue is currently experiencing a system problem that prevents the Retail Sales Reports from being produced.

Colorado Retail Sales by Industry (millions) and Percentage Change from Prior Year

Industry	2015		2016		2017		2018		2019		Year-to-date totals through February		
	Value	% Change	Value	% Change	Value	% Change	Value	% Change	Value	% Change	2019	2020	% Change
Agriculture/Forestry/Fishing	500.6	13.6%	559.5	11.8%	417.9	-25.3%	587.2	40.5%	521.1	-11.3%	24.8	36.6	47.6%
Mining	3,743.4	-32.8%	2,485.9	-33.6%	3,665.9	47.5%	4,411.7	20.3%	3,938.3	-10.7%	549.0	519.4	-5.4%
Utilities	7,612.1	-4.0%	7,301.0	-4.1%	7,570.4	3.7%	7,665.8	1.3%	8,031.0	4.8%	1,502.1	1,364.0	-9.2%
Construction	4,685.8	12.4%	4,740.5	1.2%	5,133.6	8.3%	5,758.0	12.2%	6,124.0	6.4%	744.7	804.4	8.0%
Manufacturing	15,864.8	-19.8%	14,679.1	-7.5%	16,217.9	10.5%	17,360.8	7.0%	15,992.7	-7.9%	2,134.7	2,313.0	8.4%
Wholesale Trade	14,427.2	-4.8%	14,874.5	3.1%	14,530.3	-2.3%	15,407.4	6.0%	18,109.6	17.5%	2,153.3	2,708.3	25.8%
Retail Trade													
Motor Vehicle and Auto Parts	18,995.4	8.9%	19,692.9	3.7%	20,614.6	4.7%	21,190.4	2.8%	21,986.4	3.8%	3,000.0	3,383.5	12.8%
Furniture and Furnishings	2,868.8	8.1%	3,019.6	5.3%	3,126.0	3.5%	3,265.9	4.5%	3,371.4	3.2%	469.3	494.2	5.3%
Electronics and Appliances	2,387.6	5.7%	2,534.3	6.1%	2,617.2	3.3%	2,830.3	8.1%	2,956.9	4.5%	412.9	436.6	5.7%
Building Materials/Nurseries	6,373.2	7.5%	6,800.1	6.7%	7,283.2	7.1%	7,465.8	2.5%	7,413.9	-0.7%	941.3	1,017.0	8.0%
Food/Beverage Stores	16,619.2	4.1%	16,798.7	1.1%	17,655.4	5.1%	18,794.5	6.5%	18,927.9	0.7%	2,122.2	2,962.4	39.6%
Health and Personal Care	4,384.1	17.5%	5,064.2	15.5%	5,355.2	5.7%	5,672.5	5.9%	6,015.3	6.0%	813.1	894.9	10.1%
Gas Stations	4,815.3	-15.6%	4,307.1	-10.6%	4,528.5	5.1%	4,863.8	7.4%	4,556.7	-6.3%	619.2	689.2	11.3%
Clothing and Accessories	3,810.6	2.0%	3,843.5	0.9%	3,848.5	0.1%	3,999.7	3.9%	4,413.8	10.4%	513.6	582.0	13.3%
Sporting/Hobby/Books/Music	3,009.1	3.0%	3,021.7	0.4%	2,879.5	-4.7%	2,960.5	2.8%	3,075.7	3.9%	436.3	488.5	12.0%
General Merchandise/Warehouse	13,073.8	1.7%	13,152.7	0.6%	13,758.0	4.6%	14,387.6	4.6%	14,788.7	2.8%	1,999.9	2,197.2	9.9%
Misc Store Retailers	5,256.5	10.4%	5,767.0	9.7%	6,529.4	13.2%	6,645.2	1.8%	7,214.1	8.6%	864.0	933.1	8.0%
Non-Store Retailers	1,742.1	2.7%	2,286.3	31.2%	2,921.3	27.8%	3,279.3	12.3%	5,054.7	54.1%	639.6	1,347.5	110.7%
Total Retail Trade	83,335.5	4.6%	86,288.1	3.5%	91,117.0	5.6%	95,355.7	4.7%	99,775.5	4.6%	12,831.2	15,426.1	20.2%
Transportation/Warehouse	931.3	-4.8%	864.8	-7.1%	944.6	9.2%	1,292.4	36.8%	1,096.3	-15.2%	135.7	170.9	26.0%
Information	5,413.0	-0.7%	5,238.6	-3.2%	5,382.5	2.7%	4,971.1	-7.6%	5,819.5	17.1%	821.4	600.4	-26.9%
Finance/Insurance	2,668.7	57.9%	2,691.8	0.9%	2,107.9	-21.7%	2,469.4	17.2%	2,761.9	11.8%	397.4	488.2	22.9%
Real Estate/Rental/Lease	4,389.0	5.2%	4,573.3	4.2%	4,875.5	6.6%	5,423.2	11.2%	5,907.9	8.9%	906.5	952.4	5.1%
Professional/Scientific/Technical	6,929.3	-0.5%	6,644.4	-4.1%	6,794.1	2.3%	7,753.2	14.1%	7,859.6	1.4%	793.6	939.3	18.4%
Admin/Support/Waste/Remediation	2,245.9	8.5%	2,263.2	0.8%	2,357.8	4.2%	2,384.4	1.1%	2,813.2	18.0%	294.6	385.4	30.8%
Education	490.5	1.9%	493.9	0.7%	486.3	-1.5%	500.3	2.9%	434.8	-13.1%	54.4	43.9	-19.2%
Health Care/Social Assistance	6,896.1	-4.8%	6,890.5	-0.1%	7,136.0	3.6%	7,044.5	-1.3%	16,093.3	128.5%	2,514.6	2,737.7	8.9%
Arts/Entertainment/Recreation	1,337.8	14.4%	1,457.8	9.0%	1,564.5	7.3%	1,650.0	5.5%	1,781.7	8.0%	249.5	284.0	13.8%
Accommodation	4,043.4	7.9%	4,338.5	7.3%	4,773.3	10.0%	5,147.4	7.8%	5,771.3	12.1%	850.7	1,017.8	19.7%
Food/Drinking Services	11,615.6	7.0%	12,280.3	5.7%	13,020.4	6.0%	13,798.6	6.0%	14,511.8	5.2%	2,197.2	2,311.6	5.2%
Other Services	5,441.9	10.5%	5,730.4	5.3%	6,182.5	7.9%	6,751.4	9.2%	6,924.2	2.6%	939.6	963.4	2.5%
Government	273.4	7.3%	307.2	12.4%	363.7	18.4%	388.6	6.8%	351.2	-9.6%	40.7	41.4	1.7%
Total All Industries	182,845.3	0.1%	184,703.4	1.0%	194,642.0	5.4%	206,121.0	5.9%	224,618.9	9.0%	30,135.6	34,108.2	13.2%

Note: Reporting for 2019 and future years reflect new sourcing rules that may cause variations in the data reported from previous years.
Source: Colorado Department of Revenue

Tourism

The following table provides visitor counts for the State's national parks and major recreation areas, Denver area convention attendance figures, and visitor counts for Colorado ski areas.

Colorado Tourism Statistics										
National Parks Visits ¹			Conventions ²						Skier Visits ³	
Year	Number	%	Conventions		Delegates		Spending		Number	% Change
	(millions)	Change	Number	% Change	(thousands)	% Change	Amount	% Change		
2015	7.08		73		236.8		\$546.6		12.55	
2016	7.46	5.4%	66	-9.6%	242.7	2.5%	\$543.4	-0.6%	13.39	6.7%
2017	7.62	2.1%	84	27.3%	235.6	-2.9%	\$518.6	-4.6%	13.12	-2.0%
2018	7.57	-0.7%	67	-20.2%	269.4	14.4%	\$560.6	8.1%	12.81	-2.4%
2019	7.76	2.6%	80	19.4%	254.1	-5.7%	\$555.3	-0.9%	13.80	7.7%

¹ Count of recreational visitors for the State's National Parks Service territories, which include national parks, monuments, historic sites and recreation areas.

² Includes only those conventions booked by VISIT DENVER and held at the Colorado Convention Center.

³ Count of skier visits for the season ending in the referenced year.

Sources: National Parks Service; VISIT DENVER, The Convention and Visitor's Bureau; Colorado Ski Country USA; Vail Resorts, Inc.

Residential Housing Starts

The following table provides a five-year history of the State's residential building permit issuance.

New Privately Owned Housing Units Authorized in Colorado

	1 Unit	2 Units	3 & 4 Units	5+ Units	Total Building Permits	% Change
2015	20,025	334	287	11,225	31,871	4.3%
2016	21,577	556	242	16,599	38,974	22.3%
2017	24,338	344	415	15,576	40,673	4.4%
2018	26,134	374	414	15,705	42,627	4.8%
2019	28,059	366	448	13,100	41,973	-1.5%
Year-to-date totals through April:						
2019	7,754	136	243	4,339	12,472	
2020	8,955	60	169	3,919	13,103	
% change	15.5%	-55.9%	-30.5%	-9.7%	5.1%	

Source: U.S. Census Bureau.

Residential Foreclosures

The following table provides a five-year history of foreclosure filings and sales in Colorado. The foreclosure filing is the event that begins the foreclosure process. In general, a borrower who is at least three months delinquent will receive a filing notice from the Public Trustee for the county in which the property is located. At this point, the property is in foreclosure.

Because a foreclosure filing can be cured or withdrawn before the home is sold at auction, not all filings result in foreclosure sales. Foreclosure sales at auction generally proceed between 110 and 125 days after the initial filing. Once a foreclosure sale is completed, the eviction process begins.

Foreclosure Filings and Sales in Colorado

	Foreclosure Filings ¹		Foreclosure Sales at Auction	
	Count	% Change	Count	% Change
2015	8,241	-26.7%	4,209	-35.6%
2016	7,666	-7.0%	3,128	-25.7%
2017	6,680	-12.9%	2,100	-32.9%
2018	5,884	-11.9%	1,461	-30.4%
2019	5,610	-4.7%	1,316	-9.9%

¹ Some filings may have been subsequently cured or withdrawn and may not have resulted in sales at auction.

Source: Colorado Division of Housing

* * *

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APPENDIX E

STATE PENSION SYSTEM

The information included in this Appendix is based on information compiled and presented in the Public Employees' Retirement Association ("PERA") Comprehensive Annual Financial Report for the Plan Year ended December 31, 2019 (the "PERA 2019 CAFR"). The PERA 2019 CAFR was prepared by PERA staff employees and the firm of Segal Consulting, PERA's independent actuary, and audited by CliftonLarsonAllen LLP, PERA's independent public accounting firm. The valuations and other assessments of PERA constitute forward looking information as described in the cautionary statement in "PRELIMINARY NOTICES" on the inside front cover of this Official Statement because they are based on assumptions about future events. The assumptions underlying the valuations and assessments may prove to be inaccurate and may be changed by PERA and its representatives and consultants to reflect actual results and future projections as additional information becomes available. Further, the PERA 2019 CAFR notes that the duration and full effects of the COVID-19 pandemic are currently unknown, as the global picture continues to evolve, and that although unprecedented federal fiscal and monetary stimulus have helped to stabilize and soften the impact of economic contraction, the near-term negative impact on PERA'S investment portfolio, as well as the short-medium term impact on PERA'S membership and demographics, remains uncertain. The State takes no responsibility for the accuracy, validity or completeness of such information, valuations and assessments. The PERA 2019 CAFR is not incorporated in this Official Statement by reference or otherwise, and the State makes no representations regarding the accuracy of the information in the PERA 2019 CAFR.

The information in the State's Fiscal Year 2018-19 CAFR regarding PERA is derived from the PERA Comprehensive Annual Financial Report for the Plan Year ended December 31, 2018, while the information in the State's Fiscal Year 2019-20 BFS and in this Official Statement regarding PERA is derived from the PERA 2019 CAFR.

General Description

Overview. The State of Colorado, like most other state and local governments, provides post-employment benefits to its employees based on their work tenure and earnings history. By statute, the State created PERA, which administers cost-sharing, multiple-employer defined benefit plans to provide retirement, death and disability benefits through the State Division Trust Fund (generally for State employees) (the "State Division"), the School Division Trust Fund (for employees of school districts other than Denver County School District No. 1, commonly known as Denver Public Schools), the Local Government Division Trust Fund (for employees of numerous municipalities and other local governmental entities), the Judicial Division Trust Fund (for judges in the State) and the Denver Public Schools Division (for employees of Denver Public Schools). The defined benefit plan for the State Division is referred to herein as the "State Division Plan."

As described in more detail under the caption "Funding of the State Division Plan" below, the State Division Plan is funded with payments made by the State and by each employee the amounts of which are determined and established by statute. Benefits provided through the State Division Plan are paid from the State Division Trust Fund. State employees hired after 2005 may, in lieu of participating in the State Division Plan, elect to participate in a defined contribution plan (the "State Division DC Plan") which is also administered by PERA. However, the majority of State employees participate in the State Division Plan. The State has no obligation to make contributions or fund benefits in Divisions other than the State Division and Judicial Division of PERA. See Notes 1 and 8 to the financial statements in the PERA 2019 CAFR for a discussion of the membership in the State Division Plan and the State Division DC Plan, respectively. See also Management's Discussion and Analysis and Notes 6-8 to the financial statements in the State's Fiscal Year 2018-19 CAFR and Fiscal Year 2019-20 UBFS appended to this Official Statement for a description of the State Division Plan and the State Division DC Plan.

Because the majority of State employees participate in the State Division Plan and not in the State Division DC Plan, and the number of judges employed by the State that participate in the Judicial Division is relatively small in comparison to the number of other State employees, the disclosure in “DEBT AND CERTAIN OTHER FINANCIAL OBLIGATIONS – Pension and Other Post-Employment Benefits” in the body of this Official Statement and in this Appendix relates only to the State Division Plan.

The State does not participate in the federal Old-Age, Survivors and Disability Insurance (Social Security) program.

PERA. PERA is a legal entity created by statute in 1931 that is separate from the State as further described in Article 51 of Title 24, C.R.S. (the “PERA Act”). Management of PERA is vested in a 16-member Board of Trustees (the “PERA Board”). PERA has fiduciary responsibility for several separate divisions, including the State Division, the School Division, the Local Government Division, the Judicial Division and the Denver Public Schools Division. The State represents the majority, but not all, of the State Division employers and employees. Each Division operates as a separate legal trust. PERA also operates two cost-sharing, multiple-employer post-employment benefit plans through the Health Care Trust Fund and the Denver Public Schools Health Care Trust Fund that provide health care premium subsidies to participating PERA benefit recipients who choose to enroll in one of PERA’s health care plans. PERA’s financial statements, which include all of its Divisions and trusts, may be obtained by writing to PERA at P.O. Box 5800, Denver, Colorado 80217-5800, by calling the PERA Infoline at 1-800-759-7372 or by visiting <http://www.copera.org>. *The reference to PERA’s website is included herein for informational purposes only, and information available on such website or in PERA’s financial statements, or any other information provided by PERA, is not incorporated in this Official Statement by reference or otherwise, nor does the State make any representations regarding the accuracy of any such information.*

Basic Provisions of the State Division Plan

Members of the State Division Plan who meet minimum age and service requirements are eligible to receive a monthly retirement benefit based on their employment and earnings history with the State. Calculation of retirement benefits, and eligibility requirements, differ depending on the employee’s original hire date. In response to funding challenges, the General Assembly has enacted changes to State Division Plan benefits at various times. Some of such changes have been applied prospectively to newly hired employees. As a result, there are several tiers of employee benefits and related provisions that are based on employee hire dates and other factors. See Notes 6-8 to the financial statements in the State’s Fiscal Year 2018-19 CAFR appended to this Official Statement, the PERA 2019 CAFR and the PERA Act for a discussion of eligibility requirements and the various tiers of benefits under the State Division Plan. See also the Statistical Section of the PERA 2019 CAFR for various statistics regarding members, retirees, survivors and benefit payments for the State Division Plan.

Implementation by PERA of GASB 67

In 2012, GASB issued Statement No. 67, “Financial Reporting for Pension Plans – An Amendment of GASB Statement No. 25” (“GASB 67”), which establishes new standards for financial reporting and note disclosure by defined benefit pension plans administered through qualified trusts, and note disclosure requirements for defined contribution pension plans administered through qualified trusts. GASB 67 is effective for accounting periods beginning after June 15, 2013, and, accordingly, PERA implemented GASB 67 beginning with its Comprehensive Annual Financial Report for the Plan Year ended December 31, 2014.

The objective of GASB 67 as stated therein is to improve financial reporting by state and local governmental pension plans. The requirements of GASB 67 are intended to improve financial reporting primarily through enhanced note disclosures and schedules of required supplementary information. A related statement, GASB Statement No. 68, “Accounting and Financial Reporting for Pensions,” applies to governmental employers and was implemented by the State beginning with the State’s Fiscal Year

2014-15 CAFR. See “Implementation of Changes in Pension Accounting Standards Applicable to the State – GASB 68 and GASB 75” hereafter.

GASB 67 establishes a shift in financial disclosure requirements from a funding-based approach to an accounting-based approach. Implementation of GASB 67 requires the preparation of two actuarial valuations, one for funding purposes and one for accounting and financial disclosure purposes. The purpose of the funding valuation is to guide the PERA Board’s actions necessary to ensure the long-term sustainability of PERA’s trust funds. The funding valuation aids this action by allowing PERA to assess the sufficiency of the current statutory contribution rates and analyze the sufficiency of future contributions to meet current and future benefit obligations. The actuarial valuation for accounting purposes emphasizes the obligation an employer incurs to employees through the employment-exchange process. The primary purpose of the valuation for accounting purposes is to provide a consistent, standardized methodology that allows comparability of amounts and increased transparency of the pension liability across U.S. pension plans complying with this new reporting standard. To accomplish this, GASB 67 requires a different approach for determining net pension liability as compared to the previously disclosed unfunded actuarial accrued liability¹ (“UAAL”). Net pension liability is to be measured as the total pension liability² of the plan less the amount of the plan’s fiduciary net position³.

Another major change in the new standard is the rate used to discount projected benefit payments. The new standard states the long-term expected rate of return on the investments of the plan should be applied only to available plan assets that are expected to be invested using a strategy to achieve that return. If there comes a point in the projections when plan fiduciary net position and contributions related to active and inactive employees are no longer projected to be greater than or equal to projected benefit payments related to those employees and administrative expenses (crossover point), then from that point forward the plan will be required to discount the projected benefit payments after the crossover point using a yield or index rate for 20-year, tax-exempt general obligation municipal bonds with an average rating of AA/Aa or higher (or equivalent quality on another rating scale).

GASB 67 also enhances the standards for footnote disclosure and required supplementary information for pension plans, including, among other things, disclosing the plan’s net pension liability, ratio of fiduciary net position to total pension liability and actuarial methods and assumptions.

Actuarial Valuations

Many of the measures used to determine and evaluate the financial condition and funding status of the State Division Plan are based on actuarial valuations. An actuarial valuation is the determination, as of the actuarial valuation date, of the service cost, total pension liability and related actuarial present value of projected benefit payments for pensions performed in conformity with Actuarial Standards of Practice unless otherwise specified by GASB. Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future, and actuarially determined amounts are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future.

The actuarial valuations for each of PERA’s defined benefit plans, including the State Division Plan, are prepared by PERA’s actuaries based on a set of actuarial methods and assumptions that by State

¹ Unfunded actuarial accrued liability is the difference between the actuarial accrued liability, or “AAL” (being the excess of the present value of a pension fund’s total of future benefits (payable to the plan participants) and fund administration expenses over the present value of the future normal cost of those benefits), over the valuation assets of the fund.

² Total pension liability is the portion of the actuarial present value of projected benefit payments that is attributed to past periods of plan member service in conformity with the requirements of GASB 67. For purposes of application to the requirements of GASB 67, AAL is the equivalent of total pension liability.

³ Fiduciary net position equals assets plus deferred outflows of resources and less liabilities and deferred inflows of resources at the end of the plan’s reporting period.

law are the responsibility of the PERA Board. The valuations for the State Division Plan examine the assets of the Plan compared to actuarial liabilities, compare past and future trends and determine the net pension liability of the Plan. The actuarial valuation for funding purposes applies an asset valuation method that recognizes a four-year smoothed market value of assets for purposes of determining the UAAL, while the actuarial valuation for accounting and financial reporting purposes applies the fair value of assets (determined in conformity with GASB standards) to determine the net pension liability. See the Actuarial Section of the PERA 2019 CAFR for a discussion of other actuarial methods and assumptions used in the actuarial valuations of the State Division Plan.

The PERA 2019 CAFR states that the PERA Board studies all economic and demographic actuarial assumptions at least every five years and approves changes to those assumptions. Recently, the PERA Board has reviewed the economic assumptions on a more frequent basis. The PERA Board last completed an experience study in 2016.

No assurance can be given that any of the assumptions underlying the actuarial valuations of the State Division Plan will reflect the actual results experienced by the Plan. Variances between the assumptions and actual results may cause an increase or decrease in the actuarial value of Plan assets, the net pension liability of the Plan and other valuation and performance measures determined on the basis of such actuarial valuations.

Funding of the State Division Plan

Statutorily Required Contributions. The State Division Plan is funded with payments made by the State and by each eligible employee as provided in the PERA Act. The State's contributions to the Plan are based on percentages of employee wages and are set by statute. These contribution percentages are referred to herein as the statutorily required contribution, or "SRC," of the State. Effective July 1, 2019, the baseline SRC that is required to be made by the State for most State employees was increased from 10.15% to 10.40% of includable compensation (from 12.85% to 13.10% for State Troopers and Colorado Bureau of Investigation ("CBI") agents). As required by statute, participants in the State Division Plan are also required to contribute a portion of their wages to the Plan. Per SB 18-200 discussed in the next paragraph, the participant contribution rate is to increase incrementally a total of 2% over a period of three years commencing July 1, 2019, which resulted in an increase in the member contribution rate effective July 1, 2019, from 8.0% to 8.75% of includable compensation (from 10.0% to 10.75% of includable compensation for State Troopers and CBI agents). See the PERA 2019 CAFR for additional information, as well as historical SRC and participant contribution rates.

The General Assembly enacted legislation in 2004, 2006 and 2010 to gradually increase employer contributions to the State Division Plan by authorizing the Amortization Equalization Disbursement ("AED") and the Supplemental Amortization Equalization Disbursement ("SAED") in order to shorten the amount of time over which the unfunded liability of the Plan is amortized. Both the AED and the SAED are paid by the State as contributions to the State Division Plan as a percentage of employee wages, but the SAED payment comes from moneys that would otherwise have been used to provide market-based salary increases to employees. The AED and the SAED applicable to the State Division Plan were effective as of January 1, 2006, and January 1, 2008, respectively, and were each initially payable at the rate of 0.5% of total covered payroll with annual increases in the contribution rate through 2017. As of July 1, 2019, the AED and SAED rates applicable to the State Division Plan were each 5.0%, and the total SRC applicable to the State Division Plan (net of 1.02% apportioned to the Health Care Trust Fund per the PERA Act) was 19.38% of employee wages (22.08% for State Troopers and CBI agents). In addition, SB 18-200, enacted by the General Assembly in 2018, provides for automatic adjustments to employee and employer contribution rates within certain statutory parameters so as to stay within the legislation's 30-year funding goal as discussed in "Funding Status of the State Division Plan" below. Previously, such adjustments required action by the General Assembly. SB 18-200 also provides that effective January 1, 2021, and every year thereafter, employer contribution rates for the State Division Plan are to be adjusted to include a defined contribution supplement. See also Note 6 to the

State's Fiscal Year 2018-19 CAFR appended to this Official Statement, as well as the Management's Discussion and Analysis and Note 4 to the financial statements in the PERA 2019 CAFR.

SB 18-200 further requires the State to make an annual direct distribution to PERA of \$225 million (actual dollars) from State funds beginning in Fiscal Year 2018-19 and continuing annually on July 1 until there are no unfunded actuarial accrued liabilities in the trust fund of any Division that receives such distribution. PERA is to allocate the distribution to the State Division Trust Fund, the School Division Trust Fund, the Judicial Division Trust Fund and the Denver Public Schools Division Trust Fund based upon the covered payroll of each such Division. *However, per HB 20-1379, due to the actual and forecast impact of COVID-19 on the State's revenues in Fiscal Years 2019-20 and 2020-21, this distribution has been suspended for Fiscal Year 2020-21 only, and thus PERA will not receive a direct distribution from the State until the payment scheduled for July 1, 2021.*

Changes to the statutorily required contributions to the State Division Plan by the State and its employees, or to other provisions of the Plan, could be made by the General Assembly through future legislative action, which changes could impact the SRC, the funding status and/or the financial condition of the Plan as described herein. The State cannot predict if or when any such legislative changes might be enacted or the impact that any such changes, if enacted, might have on the State Division Plan or the State's funding obligations with respect to the Plan.

The SRC is paid from the State General Fund as well as from certain federal funds and State cash funds and is typically paid from the same funding source as the employee's salary and other benefits. Although the rate of the SRC is set by statute, payment of the SRC nevertheless is subject to annual appropriation through the State budgeting process as described in "STATE FINANCIAL INFORMATION – Budget Process and Other Considerations" in the body of this Official Statement. The State has consistently contributed the full amount of the SRC to the State Division Plan.

Actuarially Determined Contribution. As a result of the shift in financial disclosure requirements under GASB 67 from a funding-based approach to an accounting-based approach, the historical disclosure and use of the annual required contribution¹, or "ARC," as a funding benchmark by PERA was no longer required. Rather, this philosophical shift necessitated the development and use of a plan-specific actuarially determined contribution ("ADC") benchmark against which to gauge the adequacy of the SRC for the State Division Plan. The ADC represents the amount needed to fund benefits over time, and constitutes a target or recommended employer contribution for the reporting period determined in conformity with (i) Actuarial Standards of Practice based on the most recent measurement available when the contribution for the reporting period was adopted and (ii) the PERA Board's funding policies. The ADC for each trust fund is developed annually and reported by management to be used as a benchmark for contributions two years in the future. An ADC deficiency arises when actual employer contributions are less than the ADC, and interest accrues on the ADC deficiency at the plan's expected long-term rate of return. See "*Historical ADC and State Contributions*" below.

Change in PERA Funding Policy. In response to the new GASB 67 standards, the PERA Board adopted a revised pension funding policy in March 2015 (and last revised in November 2018) with regard to its trust funds. The purpose of the revised funding policy, as stated in the PERA 2019 CAFR, is to: (i) define the overall funding benchmarks of PERA's defined benefit pension trust funds; (ii) assess the adequacy of the contribution rates which are set by the General Assembly by comparing these rates to an ADC rate; and (iii) define the annual actuarial metrics that will assist the PERA Board in assessing the

¹ Prior to 2014, PERA used the ARC as a funding benchmark against which to gauge the adequacy of the SRC for the State Division Plan. The ARC is the actuarially determined amount that would be required if the State were to fund each year's normal cost (*i.e.*, the present value of the benefits that the State Division Plan projects to become payable in the future that are attributable to a valuation year's payroll) in the State Division Plan plus an annual amortization of the UAAL assuming that the UAAL will be fully funded over a maximum 30-year period. The difference between the ARC and the SRC constitutes either a contribution deficiency or excess contributions. For historical information regarding the ARC, see PERA's Comprehensive Annual Financial Report for calendar year 2013.

sustainability of the plan. The results of these three items are intended to guide the PERA Board when considering whether to pursue or support proposed legislation pertaining to changes in plan contribution and/or benefit provisions. See “*Statutorily Required Contributions*” above.

Historical ADC and State Contributions. The following table sets forth for each of the past ten years (i) the ADC for the State Division Plan, (ii) the annual contribution deficiency and (iii) the actual contribution as a percentage of covered employee payroll. The State annually contributes the full amount of the SRC to the State Division Plan; however, these amounts have been less than the applicable ARC or ADC. During this period the State has not made any contributions to the State Division Plan in excess of the SRC.

The ADC rates, as a percentage of covered payroll, used to determine the ADC amounts in Table 1 below are calculated as of December 31 two years prior to the end of the year in which the ADC amounts are reported. The following actuarial methods and assumptions from the December 31, 2017, actuarial valuation were used to determine contribution rates reported in the table for the year ended December 31, 2019: (i) the actuarial cost method is based on the entry age of participants; (ii) the Plan’s amortization period is based on a level percent of payroll over a 30-year closed period layered 28 years; (iii) for valuation purposes the actuarial value of assets is based on gains and losses smoothed in over a four-year period as permitted by GASB standards; (iv) price inflation is assumed to be 2.40%; (v) real wage growth is assumed to be 1.10%; (vi) salary increases (including assumed wage inflation of 3.50%) are projected to range from 3.50% to 10.45%; (vii) the long-term investment rate of return (net of pension plan investment expense, including price inflation) is assumed to be 7.25%; and (viii) cost of living adjustments for pre-2007 hires are assumed to be 1.50% per year and cost of living adjustments for post-2006 hires are assumed to be financed by the Annual Increase Reserve described in footnote 2 to the table. Other assumptions include, without limitation, future retiree participation and contribution rates and mortality rates. For further information, see Note 3 to the required supplementary information for the Division trust funds and the Actuarial Section in the PERA 2019 CAFR.

Table 1
Employer Contributions
State Division
(Dollar Amounts in Thousands)

<u>Calendar Year</u>	<u>ADC Rate</u> ¹	<u>Covered Employee Payroll</u>	<u>Annual Increase Reserve Contribution</u> ²	<u>ADC Contribution</u> ³	<u>Contributions in Relation to the ADC</u>	<u>Annual Contribution Deficiency</u>	<u>Actual Contribution as a Percentage of Covered Employee Payroll</u>
2019	23.28%	\$2,995,453	\$17,663	\$715,004	\$689,370	\$ 25,634	23.01%
2018	26.30	2,898,827	15,919	778,311	661,653	116,658	22.82
2017	22.71	2,774,207	14,355	644,377	563,977	80,400	20.33
2016	22.31	2,710,651	12,838	617,584	521,804	95,780	19.25
2015	22.35	2,641,867	11,400	601,857	484,005	117,852	18.32
2014	20.45	2,564,670	9,984	534,459	444,372	90,087	17.33
2013	20.01	2,474,965	--	495,241	393,218	102,023	15.89
2012	16.52	2,384,934	--	393,991	328,055	65,936	13.76
2011	13.63	2,393,791	--	326,274	277,122	49,152	11.58
2010	18.93	2,392,080	--	452,821	282,640	170,181	11.82

¹ See the discussion preceding this table regarding the actuarial methods and assumptions used in determining the ADC rates.

² The Annual Increase Reserve, or “AIR,” was established in 2007 and is used to provide post-retirement benefit increases for members hired on or after January 1, 2007. The AIR is financed by an allocation from employer statutory contributions made on behalf of such members equal to 100% of pensionable payroll and through an allocation of purchase of service dollars. For further information see the PERA 2019 CAFR.

³ The ADC contribution equals the sum of (i) the ADC rate times the covered employee payroll, plus (ii) the AIR.

Source: PERA 2019 CAFR

For historical information regarding employer contributions based on the ARC, see PERA's Comprehensive Annual Financial Report for calendar year 2013 and Note 6 to the State's Fiscal Year 2018-19 CAFR and Fiscal Year 2019-20 UBFS appended to this Official Statement.

Funding Status of the State Division Plan

The State Division Plan currently is significantly underfunded. As discussed in "Funding of the State Division Plan – *Statutorily Required Contributions*" above, the AED and SAED were implemented in 2006 and 2008, respectively, and other changes were made to the Plan design by SB 10-001, all in an effort to improve the funding status of the State Division Plan. However, investment returns on Plan assets declined following the global economic downturn that began in 2008. As a result, the actuarial assumptions as to the investment rate of return on Plan assets and the discount rate on actuarially accrued liabilities were lowered by the PERA Board from 8.50% to 8.00% in 2009, to 7.50% at the end of 2013 and to 7.25% as of December 31, 2017, and other economic assumptions, including the amortization period, were changed over this period as well, to reflect actual results and new estimates about the future. Notwithstanding these changes, PERA reported that at December 31, 2016, the State Division Plan a UAAL of approximately \$11.644 billion and a funded ratio (*i.e.*, the actuarial value of Plan assets divided by the AAL) of only 54.6%, which UAAL would have amortized over a 65-year period based on contribution rates as of the date of calculation.

In order to address the funding status of PERA's defined benefit plans, including the State Division Plan, in 2018 the General Assembly enacted SB 18-200 which made changes to the defined benefit plans administered by PERA with the goal of eliminating the UAAL of such plans, and thereby reach a 100% funded ratio for each of such plans, within a 30-year period. Among other things, SB 18-200 phases-in a 2% increase in contribution rates for most employees, suspended the cost of living adjustment for retirees through 2019, changes the definition of salary and highest average salary, reduces maximum annual cost of living adjustments, adjusts employee and employer contribution rates, funds unfunded PERA liability from political subdivisions that terminate their affiliation with PERA and provides for a direct annual distribution to PERA from the State General Fund of \$225 million (actual dollars) beginning with Fiscal Year 2018-19, although per HB 20-1379, due to the actual and forecast impact of COVID-19 on the State's revenues in Fiscal Years 2019-20 and 2020-21, this distribution has been suspended for Fiscal Year 2020-21 only as discussed in "Funding of the State Division Plan – *Statutorily Required Contributions*" above. SB 18-200 also provides for automatic adjustments to employee and employer contribution rates, annual cost of living increases and the State's annual direct contribution to PERA within certain statutory parameters so as to stay within the 30-year funding goal. Previously, such adjustments required action by the General Assembly. For further information regarding SB 18-200, see Note 6 to the State's Fiscal Year 2018-19 CAFR appended to this Official Statement and the PERA 2019 CAFR.

The PERA 2019 CAFR reports that at December 31, 2019, the actuarial value of assets of the State Division Plan was approximately \$14.922 billion and the AAL of the Plan was approximately \$25.718 billion, resulting in a UAAL of approximately \$10.796 billion, a funded ratio of 58.0% and an amortization period, both before and after consideration of HB 20-1379, of 27 years¹. The actuarial value of assets of the State Division Plan is determined by using an asset valuation method of smoothing the difference between the market value of assets and the actuarial value of assets over a four-year period to prevent extreme fluctuations that may result from short-term or cyclical economic and market conditions. Based on the

¹ This amortization period does not include the full effect of legislation enacted in 2006, 2010 and 2018, which includes plan changes designed to lower the normal cost over time as new members are added to the Plan, allow a greater proportion of the State's contribution to the Plan to be used to amortize the unfunded liability and increase future contributions to the Plan in order to accelerate the amortization of the UAAL. However, utilizing the assumptions specified in the PERA 2019 CAFR, PERA's independent actuary projects that the goal of funding 100% of the AAL under the PERA revised benefit structure created by SB 18-200 is achievable within a projection period of 24 years, and that the State Division Plan is projected to be 100% funded in 22 years. For further information, see the Actuarial Section of the PERA 2019 CAFR.

market value of assets of the State Division Plan, the PERA 2019 CAFR reports that at December 31, 2019, the UAAL of the Plan was approximately \$9.898 billion and the funded ratio was 61.5%.

For further information, see Management’s Discussion and Analysis in the State’s Fiscal Year 2018-19 CAFR appended to this Official Statement, as well as Management’s Discussion and Analysis, Notes 10 and 12 to the financial statements, Note 2 to the required supplementary information for the Division trust funds and the Actuarial Section in the PERA 2019 CAFR.

Table 2 below sets forth for each of the past ten years the UAAL, the funded ratio and related information for the State Division Plan based on the actuarial value of Plan assets, and Table 3 below sets forth such information based on the market value of Plan assets.

The actuarial valuation for funding purposes in the PERA 2019 CAFR was performed as of December 31, 2019, and the actuarial valuation for accounting and financial reporting purposes in the PERA 2019 CAFR was performed as of December 31, 2018, and the total pension liability was rolled forward to the measurement date of December 31, 2019, utilizing generally accepted actuarial techniques.

When calculating the AAL of the State Division Plan in Tables 2 and 3 below, the following actuarial methods, assumptions and inputs, among others, were used: (i) price inflation is assumed to be 2.40%; (ii) real wage growth is assumed to be 1.10%; (iii) salary increases (including assumed wage inflation of 3.50%) are projected to range from 3.50% to 9.17%; (iv) the long-term investment rate of return (net of pension plan investment expense, including price inflation) and discount rate are assumed to be 7.25%; and (v) cost of living adjustments for pre-2007 hires are assumed to be 0% through 2019 and 1.25% per year compounded annually thereafter, and cost of living adjustments for post-2006 hires are assumed to be financed by the AIR. Other assumptions include, without limitation, future retiree participation and contribution rates and mortality rates. For further information, see Note 10 to the financial statements and the Actuarial Section in the PERA 2019 CAFR.

Table 2
Historical Funding Progress of State Division Plan
Actuarial Value of Plan Assets
(Dollar Amounts in Thousands)

Valuation Date (December 31)	Actuarial Value of Plan Assets¹	Actuarial Accrued Liability (AAL)	Unfunded Actuarial Accrued Liability (UAAL)	Funded Ratio	Employer Payroll	UAAL as Percentage of Employer Payroll
2019	\$14,922,050	\$25,717,648	\$10,795,598	58.0%	\$2,995,453	360.4%
2018	14,303,726	25,509,852	11,206,126	56.1	2,898,827	386.6
2017	14,256,410	24,782,085	10,525,675	57.5	2,774,207	379.4
2016	14,026,332	25,669,916	11,643,584	54.6	2,710,651	429.5
2015	13,882,820	24,085,671	10,202,851	57.6	2,641,867	386.2
2014	13,523,488	23,408,321	9,884,833	57.8	2,564,670	385.4
2013	13,129,460	22,843,725	9,714,265	57.5	2,474,965	392.5
2012	12,538,675	21,191,495	8,652,820	59.2	2,384,934	362.8
2011	12,010,045	20,826,543	8,816,498	57.7	2,393,791	368.3
2010	12,791,946	20,356,176	7,564,230	62.8	2,392,080	316.2

¹ The actuarial value of Plan assets is based on gains and losses smoothed in over a four-year period as permitted by GASB standards.

Source: PERA 2019 CAFR

Table 3
Historical Funding Progress of State Division Plan
Market Value of Plan Assets
(Dollar Amounts in Thousands)

<u>Valuation Date (December 31)</u>	<u>Market Value of Plan Assets¹</u>	<u>Actuarial Accrued Liability (AAL)</u>	<u>Unfunded Actuarial Accrued Liability (UAAL)</u>	<u>Funded Ratio</u>	<u>Employer Payroll</u>	<u>UAAL as Percentage of Employer Payroll</u>
2019	\$15,819,843	\$25,717,648	\$ 9,897,805	61.5%	\$2,995,453	330.4%
2018	13,837,863	25,509,852	11,671,989	54.2	2,898,827	402.6
2017	15,105,378	24,782,085	9,676,707	61.0	2,774,207	348.8
2016	13,538,772	25,669,916	12,131,144	52.7	2,710,651	447.5
2015	13,391,398	24,085,671	10,694,273	55.6	2,641,867	404.8
2014	13,956,630	23,408,321	9,451,691	59.6	2,564,670	368.5
2013	13,935,754	22,843,725	8,907,971	61.0	2,474,965	359.9
2012	12,766,459	21,191,495	8,425,036	60.2	2,384,934	353.3
2011	12,001,770	20,826,543	8,824,773	57.6	2,393,791	368.7
2010	12,487,105	20,356,176	7,869,071	61.3	2,392,080	329.0

¹ The market value of Plan assets is the fair value of the assets determined in conformity with GASB standards. See the Investment Section of the PERA 2019 CAFR.

Source: PERA Comprehensive Annual Financial Reports for calendar years 2010-2019

Since contribution rates to the State Division Plan are fixed by statute, unless changes are made to such rates or changes are made to Plan provisions to reduce benefit payments, improvements in the funding status of the State Division Plan are expected to come primarily from increases in investment returns on Plan assets or changes in the actuarial assumptions used to determine the value of Plan assets and the AAL. Changes to contribution rates or other Plan provisions, or the use of alternative Plan funding strategies, would require legislative action by the General Assembly, of which there can be no assurance.

Fiduciary Net Position of the State Division Plan

The Statement of Fiduciary Net Position of the State Division Plan as of December 31, 2019, is included in PERA's basic financial statements set forth in the Financial Section of the PERA 2019 CAFR. The following table sets forth for each of the past ten years the changes in fiduciary net position of the State Division Plan.

Table 4
Changes in Fiduciary Net Position
State Division
(Cash Basis; Dollar Amounts in Thousands)

	For the Year Ended December 31,									
	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Additions										
Employer contributions	\$ 612,282	\$ 583,164	\$ 563,977	\$ 521,804	\$ 484,005	\$ 444,372	\$ 401,658	\$ 335,073	\$ 283,222	\$ 287,624
Nonemployer contributions	77,088	78,489	--	--	--	--	--	--	--	--
Member contributions	257,803	236,313	228,978	223,005	217,980	211,610	202,799	227,058	258,678	223,240
Purchased service	29,494	25,227	27,442	24,528	26,946	22,446	22,241	16,358	11,277	12,496
Net investment income (loss)	2,764,719	(497,562)	2,391,683	947,981	210,337	780,762	1,931,658	1,511,244	232,669	1,553,142
Other	22	7,888	15,860	8,708	5,023	3,289	4,869	150	331	1
Total additions	3,741,408	433,519	3,227,940	1,726,026	944,291	1,462,479	2,563,225	2,089,883	786,177	2,076,503
Deductions										
Benefit payments	1,637,168	1,608,534	1,554,290	1,483,828	1,417,862	1,352,293	1,295,780	1,231,922	1,174,707	1,122,435
Refunds	61,832	65,253	58,696	60,137	63,567	61,152	68,735	69,221	70,090	68,844
Disability insurance premiums	1,965	2,093	2,035	2,106	2,088	2,309	2,229	1,570	1,685	1,661
Administrative expenses	11,294	11,903	11,745	11,271	10,779	10,067	9,780	8,568	8,685	8,942
Other	2,707	3,017	3,652	3,040	3,406	3,171	3,593	3,911	(4,546)	(726)
Total deductions	1,714,966	1,690,800	1,630,418	1,560,382	1,497,702	1,428,992	1,380,117	1,315,192	1,250,621	1,201,156
Change in fiduciary net position	2,026,442	(1,257,281)	1,597,522	165,644	(553,411)	33,487	1,183,108	774,691	(464,444)	875,347
Fiduciary net position held at beginning of year	13,966,421	15,223,702	13,626,180	13,460,536	14,013,947	13,980,460	12,797,352	12,022,661	12,487,105	11,611,758
Fiduciary net position held at end of year	\$15,992,863	\$13,966,421	\$15,223,702	\$13,626,180	\$13,460,536	\$14,013,947	\$13,980,460	\$12,797,352	\$12,022,661	\$12,487,105

Source: PERA 2019 CAFR

Net Pension Liability of the State Division Plan

As noted above, GASB 67 requires a different approach for determining net pension liability as compared to the previously disclosed UAAL, and also requires disclosing the plan's net pension liability and ratio of fiduciary net position to total pension liability. The schedule of net pension liability presents multi-year trend information about whether the fiduciary net position is increasing or decreasing over time relative to total pension liability.

The following table sets forth for the years 2013-2019 (the only years for which information is available) the net pension liability and related information regarding the State Division Plan. The required supplemental information in the PERA 2019 CAFR includes a schedule showing the sources of the changes in net pension liability for 2014-2019 (information for 2013 is not available). See also "Implementation of Changes in Pension Accounting Standards Applicable to the State – GASB 68 and GASB 75" hereafter.

Table 5
Net Pension Liability
State Division^{1,2}
(Dollar Amounts in Thousands)

	For the Year Ended December 31,						
	2019	2018	2017	2016	2015	2014	2013
Total pension liability ^{3,4}	\$25,696,667	\$25,345,094	\$35,241,684	\$31,994,311	\$23,991,569	\$23,420,461	\$22,888,431
Plan fiduciary net position	15,992,863	13,966,421	15,223,702	13,626,180	13,460,536	14,013,947	13,980,460
Net pension liability	<u>\$ 9,703,804</u>	<u>\$11,378,673</u>	<u>\$20,017,982</u>	<u>\$18,368,131</u>	<u>\$10,531,033</u>	<u>\$ 9,406,514</u>	<u>\$ 8,907,971</u>
Net pension liability as a percentage of total pension liability	62.24%	55.11%	43.20%	42.59%	56.11%	59.84%	61.08%
Covered employee payroll	\$ 2,995,453	\$ 2,898,827	\$ 2,774,207	\$ 2,710,651	\$ 2,641,867	\$ 2,564,670	\$ 2,474,965
Net pension liability as a percentage of covered employee payroll	323.95%	392.53%	721.57%	677.63%	398.62%	366.77%	359.92%

¹ Information for years prior to 2013 is not available.

² Government accounting standards require that pension liabilities for financial reporting purposes be measured using the plan provisions in effect at the pension plan's year-end. Therefore, unlike the tables in "Funding Status of the State Division Plan" above, the changes made by SB 18-200 are not reflected in this table for years 2013-2017.

³ The total pension liability as of December 31, 2019, was determined by actuarial valuations as of December 31, 2018, and accepted actuarial procedures were applied to roll-forward the total pension liability to December 31, 2019. The actuarial valuations as of December 31, 2018, used the key actuarial methods, assumptions or other inputs discussed in "Funding Status of the State Division Plan" above, except that the fair value (or market value) of assets, rather than a four-year smoothed market value of assets, was used to determine the net pension liability.

⁴ The decrease in the total pension liability at December 31, 2018, is primarily due to changing from a blended discount rate to a discount rate equal to the long-term assumed rate of return in accordance with GASB 67.

Source: PERA 2019 CAFR

Investment of State Division Plan Assets

State law authorizes the investment of PERA's funds by the PERA Board, subject to the following limitations:

- The aggregate amount of investment trust shares, corporate stocks, corporate bonds and convertible debentures cannot exceed 65% of the book value of the fund.
- Neither common nor preferred stock of a single corporation can exceed 5% of the book value of the fund.
- The fund cannot acquire more than 12% of the outstanding stocks or bonds of a single corporation.

See Note 5 to the financial statements and the Investment Section of the PERA 2019 CAFR for additional discussion of PERA's investment responsibilities and investment policies.

Implementation of Changes in Pension Accounting Standards Applicable to the State – GASB 68 and GASB 75

GASB Statement No. 68, “Accounting and Financial Reporting for Pensions” (“GASB 68”) is a GASB pronouncement that is related to GASB 67 and applicable to governmental entities, such as the State, that provide their employees with pension benefits. GASB 68 is effective for fiscal years beginning after June 15, 2014, and accordingly has been implemented beginning with the State’s Fiscal Year 2014-15 CAFR. GASB 68 revises and establishes new financial reporting requirements for governmental entities, and, among other things, requires cost-sharing employers participating in defined benefit plans to record their proportionate share of the unfunded pension liability. See Table 2 in this Appendix for the UAAL of the State Division Plan for the past ten years as set forth in the PERA 2019 CAFR.

The State reported a net pension liability in the State’s Fiscal Year 2019-20 UBFS of approximately \$11.375 billion at June 30, 2020, compared to a reported net pension liability in the State’s Fiscal Year 2018-19 CAFR of approximately \$13.531 billion at June 30, 2019. The amounts presented for each Division were determined as of the calendar year-end that occurred within the Fiscal Year. See also Note 6 to the State’s Fiscal Year 2018-19 CAFR and Fiscal Year 2019-20 UBFS for a description of the methodology utilized to determine these amounts.

There is a difference between the net pension liability for the State reported by PERA and the State in their respective financial statements. The difference results from PERA’s inclusion of employers in the State Division and the Judicial Division which are not included in the State’s financial statement reporting entity. The PERA Board has statutory authority to assign employers to the State Division and Judicial Division that are not part of the State’s financial statement reporting entity as defined by GASB Statement No. 14, as amended by GASB Statements No. 39 and 61. Examples of these employers in the State Division include Pinnacle Insurance, Fire and Police Pension Association and District Attorneys. Denver County Courts is the only Judicial Division employer that is not part of the State’s financial statement reporting entity. The State includes in its financial statements a percentage of the net pension liability reported by PERA in its financial statements for each Division to determine the State’s proportionate share in accordance with requirements of GASB 68. Additional information concerning the State’s reporting entity can found in Note 1 to the State’s Fiscal Year 2018-19 CAFR and Fiscal Year 2019-20 UBFS appended to this Official Statement, and additional information concerning the proportionate share calculation can be found in Note 6 of the State’s Fiscal Year 2018-19 CAFR and Fiscal Year 2019-20 UBFS.

The State’s proportionate share of the net pension liability at the end of calendar years 2013-2018 in accordance with requirements of GASB 68 is set forth in the following table.

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Table 6
State's (Primary Government's) Proportionate
Share of the Net Pension Liability¹
(Amounts in Thousands)

	State Division					
	Calendar Year					
	2018	2017	2016	2015	2014	2013
State's proportion of the net pension liability	95.95%	95.37%	95.49%	95.71%	95.85%	95.86%
State's proportionate share of net pension liability	\$10,918,046	\$19,091,149	\$17,539,728	\$10,079,252	\$9,016,144	\$8,539,181
State's covered payroll	\$ 3,262,962	\$ 2,796,014	\$ 2,751,094	\$ 2,687,152	\$2,586,800	\$2,570,286
State's proportionate share of the net pension liability as a percentage of its covered payroll	334.61%	682.80%	637.55%	375.09%	348.54%	332.23%
Plan fiduciary net position as a percentage of the total pension liability	55.11%	43.20%	42.59%	56.11%	59.84%	61.00%

	Judicial Division					
	Calendar Year					
	2018	2017	2016	2015	2014	2013
State's proportion of the net pension liability	94.91%	93.99%	94.17%	93.98%	93.60%	93.44%
State's proportionate share of net pension liability	\$134,072	\$218,136	\$239,423	\$172,824	\$129,499	\$102,756
State's covered payroll	\$ 55,706	\$ 46,764	\$ 46,320	\$ 44,159	\$ 40,114	\$ 37,203
State's proportionate share of the net pension liability as a percentage of its covered payroll	240.68%	466.46%	516.89%	391.37%	322.83%	276.20%
Plan fiduciary net position as a percentage of the total pension liability	68.48%	58.70%	53.19%	60.13%	66.89%	77.41%

¹ The amounts presented for each Fiscal Year were determined as of the calendar year-end that occurred within the Fiscal Year and were calculated as described in Note 6 to the Financial Statements and Note RSI-2 to the Required Supplementary Information in the State's Fiscal Year 2018-19 CAFR appended to this Official Statement.

Source: State Fiscal Year 2018-19 CAFR

A ten year history of the State's contribution to PERA for the State and Judicial Divisions is also included in Note RSI-2 to the Required Supplementary Information in the State's Fiscal Year 2018-19 CAFR appended to this Official Statement. See also "Overall Financial Position and Results of Operations" in the Management's Discussion and Analysis and Notes 1 and 6-8 to the Financial Statements in the State's Fiscal Year 2018-19 CAFR and Fiscal Year 2019-20 UBFS.

GASB Statement No. 75, "Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions" ("GASB 75"), is effective for fiscal years beginning after June 15, 2017, and accordingly was first implemented in the State's Fiscal Year 2018-19 CAFR. GASB 75 requires, for purposes of governmental financial reporting, that the State recognize a liability for its proportionate share of the net Other Post-Employment Benefits ("OPEB") liability (of all employers for benefits provided through the OPEB plan), *i.e.*, the collective net OPEB liability. The State is also required to recognize OPEB expense and report deferred outflows of resources and deferred inflows of resources related to OPEB for its proportionate shares of collective OPEB expense and collective deferred outflows of resources and deferred inflows of resources related to OPEB. GASB 75 also requires additional footnote disclosures about the pension trust fund in the financial statements.

Effect of Pension Liability on the Series 2020B Notes

The Series 2020B Notes are short-term obligations maturing on June 29, 2021, and are payable from Pledged Revenues which are expected to consist primarily of amounts received by the State Treasurer from the Participating Districts on or before June 25, 2021, as repayment of their Program Loans and a portion of the proceeds of the Series 2020B Notes deposited to the ETRANS 2020-21 Repayment Account as discussed in "THE SERIES 2020B NOTES – Security and Sources of Payment." Therefore, the State's current pension liability and the State's current plans to address such liability are not expected to adversely affect the State's ability to pay the Series 2020B Notes. See also Management's Discussion and Analysis in the State's Fiscal Year 2018-19 CAFR appended to this Official Statement, and particularly the section thereof captioned "CONDITIONS EXPECTED TO AFFECT FUTURE OPERATIONS – Pension Plan Contributions."

APPENDIX F

DTC BOOK-ENTRY SYSTEM

The information in this Appendix concerning DTC and DTC's book-entry system has been obtained from DTC and contains statements that are believed to describe accurately DTC, the method of effecting book-entry transfers of securities distributed through DTC and certain related matters, but the State takes no responsibility for the accuracy or completeness of such statements. Beneficial Owners should confirm the following information with DTC or the DTC Participants.

None of the State, the State Treasurer, the Deputy Treasurer, the Chief Financial Officer of the Department of the Treasury, the State Controller, the Paying Agent, the Registrar or the Financial Advisor has any responsibility or obligation to any Beneficial Owner with respect to (i) the accuracy of any records maintained by DTC or any DTC Participant, (ii) the distribution by DTC or any DTC Participant of any notice that is permitted or required to be given to the Owners of the Series 2020B Notes under the Authorizing Resolution, (iii) the payment by DTC or any DTC Participant of any amounts received under the Authorizing Resolution with respect to the Series 2020B Notes, (iv) any consent given or other action taken by DTC or its nominee as the owner of Series 2020B Notes or (v) any other related matter.

DTC will act as securities depository for the Series 2020B Notes. The Series 2020B Notes 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 Series 2020B Note certificate, in the aggregate principal amount of the Series 2020B Notes, will be issued and 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, as amended. 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 an S&P 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 <http://www.dtcc.com> and <http://www.dtc.org>. The State undertakes no responsibility for and makes no representations as to the accuracy or the completeness of the content of such material contained on such websites as described in the preceding sentence, including, but not limited to, updates of such information or links to other internet sites accessed through the aforementioned websites.

Purchases of Series 2020B Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2020B Notes on DTC's records. The ownership interest of each Beneficial Owner is in turn recorded on the records of Direct and Indirect Participants. 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 Series 2020B Notes 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 the Series 2020B Notes except in the event that use of the book-entry system for the Series 2020B Notes is discontinued.

To facilitate subsequent transfers, all Series 2020B Notes 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 Series 2020B Notes with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not cause any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2020B Notes; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2020B Notes 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 Series 2020B Notes may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2020B Notes, such as redemptions, defaults and proposed amendments to the Authorizing Resolution. For example, Beneficial Owners of Series 2020B Notes may wish to ascertain that the nominee holding the Series 2020B Notes 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 the notices be provided directly to them.

Neither DTC nor Cede & Co. (nor such other DTC nominee) will consent or vote with respect to the Series 2020B Notes unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the issuer 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 the Series 2020B Notes are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payments with respect to the Series 2020B Notes 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 State or the State Treasurer on the 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 Participants and not of DTC, the Paying Agent or the State, subject to any statutory or regulatory requirements as may be in effect from time to time. Payments with respect to the Series 2020B Notes to Cede & Co., or to such other nominee as may be requested by an authorized representative of DTC, is the responsibility of the State or the Paying Agent, disbursement of such payments to Direct Participants is the responsibility of DTC and disbursement of such payments to the Beneficial Owners is the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the Series 2020B Notes at any time by giving reasonable notice to the State. Under such circumstances, in the event that a successor securities depository is not obtained, Series 2020B Note certificates are required to be printed and delivered to the appropriate Owners of the Series 2020B Notes.

The State may at any time decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository) with respect to the Series 2020B Notes. In that event, Series 2020B Note certificates will be printed and delivered to DTC.

APPENDIX G

FORM OF OPINION OF BOND COUNSEL

KUTAK ROCK LLP
DENVER, COLORADO

[Closing Date]

The Honorable David L. Young
Treasurer of the State of Colorado

Barclays Capital Inc.
Morgan Stanley & Co. LLC

\$390,000,000
State of Colorado
Education Loan Program Tax and Revenue Anticipation Notes
Series 2020B

Ladies and Gentlemen:

We have examined the laws of the State of Colorado (the “State”), the laws of the United States of America relevant to the opinions herein, and a certified transcript of the record of the proceedings taken preliminary to and simultaneously with the issuance by the State Treasurer (the “Treasurer”) of the “State of Colorado, Education Loan Program, Tax and Revenue Anticipation Notes, Series 2020B,” in the aggregate principal amount of \$390,000,000 dated as of the date of their issuance (the “Notes”).

The Notes mature, bear interest, are transferable and payable, as to principal and interest at the times, in the manner, and subject to the conditions and limitations, provided in the resolution of the State Treasurer, adopted and approved on January 21, 2021, authorizing the issuance of the Notes (the “Resolution”). Proceeds of the Notes will be used to, among other things, fund loans to participating State school districts (the “Participating Districts”) pursuant to a loan program administered by the State Treasurer.

As to questions of fact material to our opinion, we have relied upon representations of the State and Participating Districts contained in the certified proceedings and other certifications furnished to us, without undertaking to verify the same by independent investigation.

Based upon such examination and, for purposes of paragraph 3 below, assuming continuous compliance with the covenants and representations contained in such proceedings and other documents, it is our opinion as Bond Counsel that under existing laws, regulations, rulings and judicial decisions:

1. The State is duly created and validly existing as a body corporate and politic with the corporate power to issue the Notes and perform the agreements on its part contained therein.
2. The Notes have been duly authorized, executed and delivered by the State and are valid and binding obligations of the State, enforceable against the State in accordance with the terms of the Resolution. The “Series 2020-21 Education Loan Program Tax and Revenue Anticipation Notes Repayment Account”, to be established pursuant to the terms of the Resolution, and the Pledged Revenues, as defined in the Resolution, are irrevocably pledged to the payment of the principal of and interest on the Notes when due. The owners of the Notes are equally and ratably secured by a first lien,

but not an exclusive first lien, on the Series 2020-21 Education Loan Program Tax and Revenue Anticipation Notes Repayment Account and the moneys credited thereto.

3. Interest on the Notes 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. Notwithstanding Bond Counsel's opinion that interest on the Notes is not a specific preference item for purposes of the federal alternative minimum tax, such interest will be included in adjusted current earnings of certain corporations. The opinions expressed in the preceding sentences assume the accuracy of certain representations and compliance by the State and Participating Districts with covenants designed to satisfy the requirements of the Internal Revenue Code of 1986, as amended, that must be met subsequent to the issuance of the Notes. Failure to comply with such requirements could cause interest on the Notes to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Notes.

4. Interest on the Notes is not included in Colorado taxable income or Colorado alternative minimum taxable income under present Colorado income tax laws.

It is to be understood that the rights of the owners of the Notes and the enforceability of the Note may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting the enforcement of creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable and that their enforcement may also be subject 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 of judicial discretion in appropriate cases in accordance with general principles of equity.

We express no opinion herein as to any matter not specifically set forth above. In particular, but without limitation, we express no opinion herein as to the accuracy, adequacy or completeness of the Official Statement relating to the Notes.

The scope of our engagement has not extended beyond the examinations and the rendering of the opinions expressed herein. Our engagement as Bond Counsel with respect to the transaction referred to herein terminates upon the date of this letter. We assume no obligation to review or supplement this letter subsequent to its date, whether by reason of a change in the current laws, by legislative or regulatory action, by judicial decision or for any other reason. No one other than the addressees hereof shall be entitled to rely upon this opinion without our prior written consent.

Very truly yours,

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