This Preliminary Official Statement and the information contained herein are subject to completion or amendment. These securities may not be sold nor may offers to buy be accepted prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY OFFICIAL STATEMENT DATED JULY __, 2019

NEW ISSUE **RATING: S&P "___"**
BOOK-ENTRY-ONLY **(See "MISCELLANEOUS—Rating")**

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 Bonds (including any original issue discount properly allocable to the owner of a Bond) is excludable from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. Bond Counsel is also of the opinion that, under existing State of Colorado statutes interest on the Bonds and the income therefrom are exempt from State of Colorado taxation, except inheritance, estate and transfer tax. For a more detailed description of such opinions of Bond Counsel, see "TAX MATTERS" herein.

$_____*

ROARING FORK TRANSPORTATION AUTHORITY
(in the State of Colorado)
SALES AND USE TAX
REVENUE REFUNDING AND IMPROVEMENT BONDS
SERIES 2019

Dated: Date of Delivery **Due: December 1, as shown on the inside cover**

The Bonds are being issued as fully registered obligations in the denomination of $5,000 or any integral multiple thereof. Interest on the Bonds is payable semiannually on June 1 and December 1 each year, commencing December 1, 2019. UMB Bank, n.a., Denver, Colorado, will act as Paying Agent for the Bonds and DTC will act as securities depository for the Bonds. The Bonds will be issued in book-entry-only form and purchasers of the Bonds will not receive certificates evidencing their ownership interests in the Bonds. The Bonds mature, bear per annum interest and are priced as shown on the inside cover. Capitalized terms used on the cover page of this Official Statement are defined in the Introduction herein.

The Bonds are revenue obligations of RFTA payable solely from, and constitute a pledge of and first lien (but not necessarily an exclusive first lien) on the Pledged Revenues. The Pledged Revenues consist of all of the net proceeds of the Sales and Use Tax imposed at rates ranging from 0.4% to 1.0%, as described herein, after deduction of the reasonable and necessary costs and expenses of collection and enforcement, net of any required refunds. *The Bonds do not constitute a general obligation debt or indebtedness within the meaning of any constitutional or statutory debt limitation or provision, and are not payable in whole or in part from the proceeds of ad valorem property taxes.*

The Bonds are comprised of the Refunding Bonds and the Improvement Bonds. The proceeds from the sale of the Bonds will be used for: (i) the refunding of RFTA's Series 2009B Bonds; (ii) the refunding of RFTA's Series 2013A Loan; (iii) financing the acquisition, construction, installation, and equipping of various public improvements including (a) recommissioning the Aspen Maintenance Facility, (b) expanding the Glenwood Springs Maintenance Facility, (c) improvements to bus stations, bus stops and parking areas and facilities, (d) acquiring additional buses, and (e) and any other projects which proceeds of the Improvement Bonds may be expended under the Ballot Issue; (iv) [making a deposit to the Reserve Fund; and (v)] paying the costs of issuance of the Bonds, [including without limitation the cost of a Reserve Policy to be deposited in the Reserve Fund].

The Bonds are subject to optional and mandatory sinking fund redemption as described herein. The Bonds are also subject to optional redemption and mandatory redemption as described herein.

This cover page contains certain information for quick reference only. It is not a summary of this issue. Investors must read this entire Official Statement to obtain information essential to the making of an informed investment decision and should consider carefully the information contained in the section titled "INVESTMENT CONSIDERATIONS."

The Bonds are offered when, as and if issued and accepted by the Underwriter named below, subject to prior sale, withdrawal or modification of the offer without any notice, approval of legality and certain other matters by Kutak Rock LLP, Denver, Colorado, as Bond Counsel, and certain other conditions. Kutak Rock LLP has acted as Special Counsel to RFTA for purposes of assisting RFTA with the preparation of this Official Statement. Certain legal matters will be passed upon for RFTA by Paul J. Taddune, P.C., Aspen,, Colorado, as General Counsel to RFTA. PFM Financial Advisors, LLC, Chandler, Arizona, is acting as financial advisor to RFTA in connection with the offering and issuance of the Bonds. It is expected that the Bonds will be available for delivery through the facilities of DTC, on or about August__, 2019.

RBC Capital Markets

This Official Statement is dated _____, 2019.

* Preliminary; subject to change.

$_____*
ROARING FORK TRANSPORTATION AUTHORITY
(in the State of Colorado)
SALES AND USE TAX
REVENUE REFUNDING AND IMPROVEMENT BONDS
SERIES 2019

MATURITY SCHEDULE*
CUSIP 770161 [1©]

Maturity Date (December 1)*	Principal Amount*	Interest Rate	Yield	CUSIP[1©]	Maturity Date (December 1)*	Principal Amount*	Interest Rate	Yield	CUSIP[1©]

$_____* _____% Term Bond due December 1, 20__* Price ____% CUSIP[1©] _____

[1] RFTA takes no responsibility for the accuracy of CUSIP numbers, which are included solely for the convenience of owners of the Bonds.
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* Preliminary; subject to change.

ROARING FORK TRANSPORTATION AUTHORITY

Authority Board

Art Riddile, Chairperson
Markey Butler, Vice-Chair
George Newman, Member
Jacque R. Whitsitt, Member
Jeanne McQueeney, Member
Dan Richardson, Member
Ann Mullins, Member
Jonathan Godes, Member

Authority Officials

Dan Blankenship, Chief Executive Officer
Kurt Ravenschlag, Chief Operating Officer
Michael Yang, Chief Financial and Administrative Officer

General Counsel

Paul J. Taddune, P.C.
Aspen, Colorado

Underwriter

RBC Capital Markets, LLC
Denver, Colorado

Financial Advisor

PFM Financial Advisors, LLC,
Chandler, Arizona

Paying Agent and Escrow Agent

UMB Bank, n.a.
Denver, Colorado

Bond Counsel

Kutak Rock LLP
Denver, Colorado

No dealer, salesman, or other person has been authorized to give any information or to make any representation, other than the information contained in this Official Statement, in connection with the offering of the Bonds, and, if given or made, such information or representation must not be relied upon as having been authorized by the Authority or the Underwriter. The information in this Official Statement is subject to change without notice, and neither the delivery of this Official Statement nor any sale hereunder will, under any circumstances, create any implication that there has been no change in the affairs of the Authority since the date hereof. This Official Statement does not constitute an offer or solicitation in any jurisdiction in which such offer or solicitation is not authorized, or in which any person making such offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make such offer or solicitation. The information set forth herein has been furnished by the Authority and obtained from other sources which are believed to be reliable. The Underwriter has provided the following sentence for inclusion in this Official Statement. The Underwriter has reviewed the information in this Official Statement in accordance with, and as part of, their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information.

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Neither the Securities and Exchange Commission nor any securities regulatory authority of any state has approved or disapproved the Bonds or this Official Statement. Any representation to the contrary is unlawful.

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SERVICE AREA MAP

INTRODUCTION

This Official Statement is furnished in connection with the issuance by the Roaring Fork Transportation Authority, Colorado ("RFTA" or the "Authority"), its Sales and Use Tax Revenue Refunding and Improvement Bonds, Series 2019, in the aggregate principal amount of $_____* (the "Bonds"). The offering of the Bonds is made only by way of this Official Statement, which supersedes any other information or materials used in connection with the offer or sale of the Bonds. This Official Statement speaks only as of its date, and the information contained herein is subject to change.

Certain capitalized terms used and not otherwise defined herein are defined in "APPENDIX A—SUMMARY OF BOND RESOLUTION."

The following introductory material is only a brief description of, and is qualified by, the more complete information contained throughout this Official Statement. A full review should be made of the entire Official Statement and the documents summarized or described herein.

Issuer ..... The Roaring Fork Transit Agency (the "Agency"), a predecessor to RFTA, was formed at the end of 1983 to provide bus services within the Roaring Fork River Valley. RFTA, the successor to the Agency, was created in 2000 pursuant to an intergovernmental agreement (as more particularly defined herein, the "Organizing IGA") by and among the City of Aspen, the Town of Basalt, the Town of Carbondale, Eagle County, the City of Glenwood Springs, the Town of Snowmass Village and Pitkin County (the initial members of RFTA). In 2002, the assets, obligations and liabilities of the Agency were transferred to the RFTA by Pitkin County and the City of Aspen pursuant to an intergovernmental agreement, and the Agency was dissolved. In addition, such agreement combined the Agency and the Roaring Fork Railroad Holding Authority ("RFRHA") into RFTA. RFTA was formed in November 2000 to take over and expand regional transit service in the Roaring Fork River Valley. RFTA began non transit operations on January 1, 2001 and assumed transit operations from the Agency in 2002. RFTA is a public body politic and corporate and a political subdivision of the State of Colorado (the "State"), organized and existing with all the powers, duties and privileges permitted by Part 6 of Article 4 of Title 43, Colorado Revised Statutes, as amended (the "Regional Transportation Authority Law"), and as provided in the Organizing IGA. See "THE AUTHORITY (RFTA)." RFTA's service area is located in the Colorado Rocky Mountains and includes the communities of Aspen, Snowmass Village, Pitkin County, Basalt, Carbondale, Glenwood Springs, a portion of Eagle County and New Castle (all of which governmental entities are presently members of RFTA). RFTA provides bus service to a combination of urban and rural areas that cover approximately 140 square miles, stretching approximately 25 miles between Glenwood Springs and Rifle east-west along the I-70 corridor and approximately 40 miles along Colorado Highway 82 from Glenwood Springs southeasterly to Aspen. See the preceding "SERVICE AREA MAP."

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* Preliminary; subject to change.

Security ..... RFTA presently imposes a total sales and use tax (the "Sales and Use Tax") ranging from 0.4% to 1.0% dependent upon the community, as follows:

(A) City of Aspen – 0.4%
(B) The Town of Snowmass Village – 0.4%
(C) Unincorporated Pitkin County – 0.4%
(D) The Town of Basalt – 0.8%
(E) Unincorporated Eagle County (only voting precincts 7, 8, 24, 25 in the southwestern corner of the county) – 0.6%
(F) The Town of Carbondale – 1.0%
(G) City of Glenwood Springs – 1.0%
(H) The Town of New Castle – 0.8%

The revenue pledged to payment of the Bonds (the "Pledged Revenues") consists of all of the proceeds of the Sales and Use Tax after deduction of the reasonable and necessary costs and expenses of collecting and enforcing said Sales and Use Tax, net of any required refunds (sometimes referred to herein as the "Pledged Sales and Use Taxes").

There was established pursuant to the 2009 Bond Resolution (described below) a Reserve Fund initially funded upon issuance of the Series 2009A Bonds (described below). The Reserve Fund originally established pursuant to the 2009 Bond Resolution was reaffirmed pursuant to the 2012A Bond Resolution (described below) and funded upon issuance of the Series 2012A Bonds (described below). Such Reserve Fund secures the Bonds, the Series 2013B Loan, the Series 2012A Bonds, the Series 2009A Bonds and any additional Parity Lien Bonds (each loan or bond defined below). The Reserve Fund is to be maintained in the amount of the Reserve Fund Requirement, as defined in "APPENDIX A—SUMMARY OF BOND RESOLUTION." [On the date of issuance of the Bonds, $_____* will be deposited to the Reserve Fund from [legally available revenues of RFTA][proceeds of the Bonds], resulting in the total amount to be on deposit in the Reserve Fund as of the date of issuance of the Bonds of $_____.*][The Reserve Fund Requirement will be met by the deposit of a [municipal bond debt service reserve fund insurance policy] (the "Reserve Policy") in the Reserve Fund.] ***Notwithstanding the foregoing, each purchaser of any of the Bonds shall, by its purchase of such Bond or Bonds, be deemed to have agreed that at such time as: (i) each Parity Lien Bond (as defined below under "—Outstanding and Additional Parity Lien Bonds) issued by RFTA prior to the issuance of the Bonds shall either (A) no longer be Outstanding (through maturity, defeasance or otherwise) or (B) for any such Parity Lien Bond still Outstanding, the registered owner thereof (or, if so provided by any of the resolutions authorizing the issuance of any Parity Lien Bonds, such other person as my be entitled to consent to amendments to any such resolution with***

* Preliminary; subject to change.

respect to such Parity Lien Bond) shall have consented to the provisions of clauses (Y) and (Z) below; and (ii) there shall be no amounts then due and owing to the Reserve Policy Provider or any Parity Lien Reserve Policy Provider; then: (Y) at the election of RFTA, in its sole discretion, the requirement to maintain the Reserve Fund shall thereupon terminate; and (Z) upon any such termination, all cash and investments then on deposit in the Reserve Fund shall be released to RFTA free from the lien of the Bond Resolution and all references in the Bond Resolution to the Reserve Fund and any requirements with respect thereto shall, automatically and without the need for further amendment, be deemed deleted and of no further effect.

Outstanding and Additional Parity Lien Bonds ..... The Bonds are secured by a first lien (but not an exclusive first lien) on the Pledged Revenues. Pursuant to a resolution of the RFTA Board of Directors (the "Board") adopted on June 11, 2009 (the "2009 Bond Resolution"), RFTA has previously issued its Sales and Use Revenue Bonds, Series 2009A in the aggregate principal amount of $6,190,000 (the "Series 2009A Bonds"), presently outstanding in the aggregate principal amount of $1,305,000 and its Taxable Sales and Use Tax Revenue Bonds (Build America Bond–Direct Payment to Issuer), Series 2009B in the aggregate principal amount of $21,310,000 (the "Series 2009B Bonds," and collectively with the Series 2009A Bonds, the "2009 Bonds"), presently outstanding in the aggregate principal amount of $21,310,000. Pursuant to a resolution of the Board adopted on August 9, 2012 (the "2012 Bond Resolution"), RFTA has previously issued its Taxable Sales And Use Tax Revenue Bonds (Qualified Energy Conservation Bonds—Direct Payment to Issuer), Series 2012A in the aggregate principal amount of $6,650,000 (the "Series 2012A Bonds"), presently outstanding in the aggregate principal amount of $4,950,000. Pursuant to a sales tax loan agreement and promissory note dated as of November 21, 2013 (the "2013A Loan Agreement"), RFTA issued its sales tax loan in the aggregate principal amount of $2,000,000 (the "Series 2013A Loan"), presently outstanding in the aggregate principal amount of $1,550,000, and, pursuant to a "taxable" sales tax revenue loan agreement and promissory note (Qualified Energy Conservation Bonds–Direct Payment to Issuer), dated as of November 21, 2013 (the "2013B Loan Agreement"), RFTA issued its taxable sales tax loan in the aggregate principal amount of $1,300,000 (the "Series 2013B Loan"), and presently outstanding in the aggregate principal amount of $1,055,000. The Series 2013A Loan and the Series 2013B Loan were authorized pursuant to a resolution of the Board adopted on November 14, 2013 (the "2013 Loan Resolution").

The Series 2009B Bonds and the Series 2013A Loan are collectively referred to herein as the "Refunded Bonds," and are expected to be refunded with a portion of the proceeds from the sale of the Refunding Bonds.

The Series 2009A Bonds, the Series 2012A Bonds and the Series 2013B Loan are secured by and payable from revenues derived from the

Pledged Revenues on a parity with the lien thereon on of the Bonds. Subject to expressed conditions, bonds and other obligations in addition to the Bonds, the Series 2009A Bonds, the Series 2012A Bonds and the Series 2013B Loan, may be issued and made payable from the Pledged Revenues having a lien on the Pledged Revenues (other than the 2012A Federal Direct Payments and 2013B Federal Direct Payments) on a parity with the lien thereon of the Bonds ("Parity Lien Bonds").

Purpose ..... Proceeds from the sale of the Bonds will be used for: (a) the refunding of the Series 2009B Bonds; (b) the refunding of the Series 2013A Loan, the refundings described in clause (a) and this clause (b) are referred to collectively herein as the "Refunding Project" (c) financing the acquisition, construction, installation, and equipping of various public improvements referred to collectively herein as the "Project," as further described herein under "APPLICATION OF BOND PROCEEDS—The Project"; [and] (d) [making a deposit to the Reserve Fund; and (e)] paying certain costs of issuance of the Bonds, [including without limitation the premium for the Reserve Policy]. The Bonds, the proceeds of which are to be used to accomplish the Refunding Project, are referred to herein as the "Refunding Bonds" and the Bonds, the proceeds of which are to be used to accomplish the Project, are referred to herein as the "Improvement Bonds."

See "THE BONDS—Application of Bond Proceeds."

Payment Provisions..... The Bonds mature and bear interest at the rates (computed on the basis of a 360-day year of twelve 30 day months) as set forth on the cover page hereof. Interest on the Bonds is payable semiannually on June 1 and December 1 each year, commencing on [December 1, 2019]. Payments to Beneficial Owners will be made as described in "APPENDIX F—BOOK-ENTRY-ONLY SYSTEM."

Record Date ..... The record date, with respect to each Interest Payment Date, means the 15th day of the month (whether or not such day is a Business Day) prior to the payment in which such Interest Payment Date occurs.

Book-Entry-Only Registration..... The Bonds will be issued in fully registered form and will be registered initially in the name of "Cede & Co." as nominee for The Depository Trust Company, New York, New York ("DTC"), as securities depository. Beneficial ownership interests in the Bonds may be acquired in denominations of $5,000 in principal amount or integral multiples in excess thereof through brokers and dealers who are, or who act through, participants in the DTC system (the "Participants"). Such beneficial ownership interests will be recorded on the records of the Participants. Persons for whom Participants acquire interests in the Bonds (the "Beneficial Owners") will not receive certificates evidencing their interests in the Bonds so long as DTC or a successor securities depository acts as the securities depository with respect to the Bonds. So long as DTC or its nominee is the registered owner of the Bonds,

payments of principal and interest on the Bonds, as well as notices and other communications made by or on behalf of RFTA pursuant to the Bond Resolution (defined herein) will be made to DTC or its nominee only. Disbursement of such payments, notices, and other communications by DTC to Participants, and by Participants to the Beneficial Owners, is the responsibility of DTC and the Participants pursuant to rules and procedures established by such entities. See "APPENDIX F—BOOK-ENTRY-ONLY SYSTEM" for a discussion of the operating procedures of the DTC system with respect to payments, registration, transfers, notices, and other matters.

Prior Redemption..... The Bonds are subject to optional and mandatory sinking fund redemption prior to maturity. The Bonds are also subject to optional redemption and mandatory redemption from excess proceeds prior to maturity as described in "THE BONDS—Prior Redemption."

Registration and Denominations ..... The Bonds are issued in fully registered form in denominations of $5,000 or any integral multiple thereof.

Tax Matters ..... 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 Bonds (including any original issue discount properly allocable to the owner of a Bond) is excludable from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. Bond Counsel is also of the opinion that, under existing State of Colorado statutes interest on the Series 2019 Bonds and the income therefrom are exempt from State of Colorado taxation, except inheritance, estate and transfer tax. For a more detailed description of such opinions of Bond Counsel, see "TAX MATTERS."

Investment Considerations ..... The purchase of the Bonds involves certain investment risks which are discussed throughout this Official Statement. Investors must read this entire Official Statement to obtain information essential to the making of an informed investment decision and should consider carefully the information contained under "INVESTMENT CONSIDERATIONS."

Authority for Issuance..... The Bonds are issued in conformity with the constitution and laws of the State, including the Regional Transportation Authority Law; Title 11, Article 56, C.R.S. (the "Public Securities Refunding Act"); Title 11, Article 57, Colorado Revised Statutes, as amended (the "Supplemental Public Securities Act"); the Colorado Recovery and Reinvestment Finance Act of 2009 codified in Article 59.7 of Title 11, Colorado Revised Statutes, as amended (the "Colorado Recovery Act"),; and pursuant to the resolution authorizing the issuance of the Bonds (the

"Bond Resolution") adopted by the RFTA Board of Directors (the "Board").

Delivery Information..... The Bonds are offered when, as, and if issued by RFTA and accepted by RBC Capital Markets LLC (the "Underwriter"), subject to prior sale, the approving legal opinion of Bond Counsel, and certain other conditions. It is expected that the Bonds will be available for delivery through the facilities of DTC in New York, New York on or about _____, 2019, against payment therefor.

Exchange and Transfer ..... While the Bonds remain in book-entry-only form, transfer and ownership by Beneficial Owners may be made as described in "APPENDIX F—BOOK–ENTRY–ONLY SYSTEM."

Financial Statements..... Appended hereto are the audited basic financial statements of RFTA as of and for the year ended December 31, 2018, being the most recent audited financial statements available for RFTA.

ALL OF THE SUMMARIES OF THE STATUTES, RESOLUTIONS, ORDINANCES, OPINIONS, CONTRACTS, AND AGREEMENTS DESCRIBED IN THIS OFFICIAL STATEMENT ARE SUBJECT TO THE ACTUAL PROVISIONS OF SUCH DOCUMENTS. The summaries do not purport to be complete statements of such provisions and reference is made to such documents, copies of which are either publicly available or available upon request and the payment of a reasonable copying, mailing, and handling charge from: Roaring Fork Transportation Authority, Attention: Dan Blankenship, 2307 Wulfsohn Road, Glenwood Springs, Colorado 81611, Telephone: (970) 384-4981; or RBC Capital Markets, LLC, 1801 California Street, Suite 3850, Denver, Colorado 80202, Telephone: (303) 595-1100.

FORWARD—LOOKING STATEMENTS

This Official Statement, and particularly the information contained under the heading entitled "THE BONDS—Debt Service Coverage" contain statements relating to future results that are "forward–looking statements" as defined in the Private Securities Litigation Reform Act of 1995. When used in this Official Statement, the words "estimate," "forecast," "intend," "expect," "projected" and similar expressions identify forward–looking statements. Such statements are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward–looking statements. Any projection is subject to such uncertainties. Inevitably, some assumptions used to develop the projections will not be realized and unanticipated events and circumstances will occur. Therefore, it can be expected that there will be differences between projections and actual results, and those differences may be material.

INVESTMENT CONSIDERATIONS

The purchase of the Bonds involves certain investment risks which are discussed throughout this Official Statement, and 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 which, among others, could affect the payment of debt service on the Bonds.

Limited Obligations

The Bonds do not constitute a lien upon any real or personal property of RFTA. Rather, the Bonds constitute an irrevocable but nonexclusive first lien upon the Pledged Revenues and the moneys on deposit from time to time in the Bond Fund established under the Bond Resolution. Therefore, the payment of the principal of, premium if any, and interest on the Bonds is dependent on RFTA's receipt of the Pledged Revenues. Bondholders may not look to any general or other revenues of RFTA for the payment of the principal of and interest on the Bonds, and the Bonds do not constitute a general obligation of RFTA.

Outstanding and Additional Bonds Secured by the Pledged Revenues

RFTA has previously issued the Series 2009A Bonds in the aggregate principal amount of $6,190,000, presently outstanding in the aggregate principal amount of $1,305,000, the Series 2012A Bonds in the aggregate principal amount of $6,650,000, presently outstanding in the aggregate principal amount of $4,950,000 and the Series 2013B Loan in the aggregate principal amount of $1,300,000, presently outstanding in the aggregate principal amount of $1,055,000. The Series 2009A Bonds, the Series 2012A Bonds and the Series 2013B Loan are secured by and payable from revenues derived from the Sales and Use Tax on a parity with the lien of the Bonds. RFTA has the right to issue other additional bonds and other obligations (as previously defined "Parity Lien Bonds") payable from the Pledged Revenues and secured by a lien on the Pledged Revenues (other than the 2012A Federal Direct Payments and 2013B Federal Direct Payments) on a parity with the lien of the Bonds; however, specific conditions and requirements which are set forth in an additional bonds test must be met by RFTA prior to the issuance of the issuance of such Parity Lien Bonds. See "THE BONDS—Security for the Bonds" and "SUMMARY OF BOND RESOLUTION" appended hereto for the language of the additional bonds test. The Parity Lien Bonds could include variable rate demand obligations, other short-term debt or lease instruments, reimbursement obligations with respect to credit and liquidity facilities, and interest rate exchange agreements and other risk hedging arrangements. The issuance of Parity Lien Bonds would dilute the coverage for the Bonds and, in the event of a significant, material decline in the Pledged Revenues, could ultimately affect the ability of RFTA to meet the debt service requirements on the Bonds. [The issuance of additional bonds not first secured by the property tax would require prior voter approval. See "DEBT STRUCTURE—Revenue Obligations."] Although RFTA anticipates issuing additional Parity Lien Bonds to fund its Regional Transportation Improvement Plan (described herein), no definitive plans have been made with respect to the timing or amount of such issues.

Potential Future Termination of Reserve Fund

The Bond Resolution provides that, notwithstanding any contrary provision thereof, each purchaser of any of the Bonds shall, by its purchase of such Bond or Bonds, be deemed to have agreed that at such time as: (i) each Parity Lien Bond issued by RFTA prior to the issuance of the Bonds shall either (A) no longer be Outstanding (through maturity, defeasance or otherwise) or (B) for any such Parity Lien Bond still Outstanding, the registered owner thereof (or, if so provided by any of the resolutions authorizing the issuance of any Parity Lien Bonds, such other person as my be entitled to consent to amendments to any such resolution with respect to such Parity Lien Bond) shall have consented to the provisions of clauses (Y) and (Z) below; and (ii) there shall be no amounts then due and owing to the Reserve Policy Provider or any Parity Lien Reserve Policy Provider; then: (Y) at the election of RFTA, in its sole discretion, the requirement to maintain the Reserve Fund shall thereupon terminate; and (Z) upon any such termination, all cash and investments then on deposit in the Reserve Fund shall be released to RFTA free from the lien of the Bond Resolution and all references in the Bond Resolution to the Reserve Fund and any requirements with respect thereto shall, automatically and without the need for further amendment, be deemed deleted and of no further effect. Consequently, potential purchasers of the

Bonds should expect that the Reserve Fund could be terminated at any time and that it will thereafter not be available to secure the payment of the Bonds as described herein. See "THE BONDS—Security for the Bonds—Funds and Accounts—Reserve Fund.

Economic Factors Generally

Due to the character of the taxes which comprise the Pledged Revenues, the amount of Pledged Revenues collected by RFTA will be subject to various economic factors. The amount of Sales and Use Tax revenues is primarily dependent upon the level of sales of tangible personal property in the RFTA service area. See "THE SALES AND USE TAX" for a complete description of said tax. Therefore, changes in national and local economic conditions, the rates of employment and economic growth, the availability of consumer credit and the level of consumer spending, and the level of residential and commercial development, among other things, will directly affect the amount of Pledged Revenues. Further, the cyclical nature of such factors generally causes sales tax revenues to increase along with higher prices brought about by inflation, but also causes receipts to be vulnerable to adverse economic conditions and reduced consumer confidence which may result in reduced consumer spending. Future sales and use tax receipts may fluctuate from historical levels and affect the level of debt service coverage provided by the Pledged Revenues for the Bonds.

Prospective purchasers of the Bonds should be aware that the financial information and statistical data presented in this Official Statement have been obtained from the referenced sources and represent the most current information available from such sources; however, such information may not be indicative of economic and demographic conditions which may be experienced in the near future. See "THE SALES AND USE TAX—Sales and Use Tax Data."

Service Area Factors Affecting Sales and Use Tax Revenues

Revenues derived from sales and use tax revenues (including the Pledged Revenues and certain sales and use taxes imposed by Pitkin County and Eagle County and payable to RFTA) accounted for approximately [50]% of RFTA's total revenues in 2018, based on RFTA's 2018 financial statements. Without limiting the generality of the foregoing, RFTA's revenues from sales and use taxes could be affected by the following factors specific to RFTA's service area.

Tourism. A significant level of retail, construction and other economic activities in RFTA's service area is attributable to tourism. See "Tourism" in "APPENDIX D—ECONOMIC AND DEMOGRAPHIC INFORMATION" attached hereto. Major tourist attractions in RFTA's service area include five ski resorts, including world-renowned Aspen Mountain, Aspen Highlands, Snowmass and Buttermilk Mountain operated by Aspen Skiing Company and Sunlight Mountain Resort; the Hot Springs Lodge and Pool in the City of Glenwood; the Aspen Music Festival and School in the City of Aspen; an abundance of mountains, rivers and forests for outdoor sporting, camping and other activities; and an array of arts and other cultural festivals, events and institutions. Founded in 1880 and once a major mining center, Aspen and Snowmass Village are major international winter and summer tourist destinations, acclaimed for their beautiful settings surrounded by the White River National Forest, their "world-class" offering of skiing, hiking and other sports, arts and culture, and fine dining and entertainment. Tourist visits to the communities in RFTA's service area, and the economic activities consequently generated, may be affected by international, national, state and local economic conditions, climatic conditions, competition from other ski resorts and tourist destinations, and other factors beyond RFTA's control.

Other Significant Industries in the Service Area. While a significant portion of economic activity in RFTA's service area is tied, directly or indirectly, to tourism, other industries and businesses are

significant economic drivers in certain RFTA member communities. Significant economic growth and activity in Garfield County (which includes New Castle, Glenwood Springs, and Carbondale) can be attributed to the energy exploration and extraction industry, but that industry recently has been affected by various factors, such as fluctuating natural gas and other energy prices and regulations. Additionally, automotive sales are a significant contributor to sales tax revenues generated in Glenwood Springs.

Highway Access. RFTA's service area contains one major east-west corridor and one primary north-southeasterly highway. The east-west corridor stretches along the Interstate 70 highway between the City of Glenwood Springs and the Town of Rifle in Garfield County. The primary north-southeasterly highway, Colorado State Highway 82, is located between Glenwood Springs to the northwest and the City of Aspen to the southeast. Motor vehicular travel to and from the east of Glenwood Springs is limited to I-70 through Glenwood Canyon. Motor vehicular traffic south of Aspen on Highway 82, over Independence Pass, is suspended from October to May, due and subject to snow conditions. Inclement weather, highway closures due to weather or other conditions, and other adverse conditions along these portions of I-70 and Highway 82, and the duration and intensity thereof, as the case may be, could impact tourist and other economic activities in RFTA's service area. The Colorado Department of Transportation, not RFTA, maintains I-70 and Highway 82.

Airport Access and Airline Travel. Located on the northerly side of Aspen, the Aspen/Pitkin County Airport is the only major airport located in RFTA's service area. Each year, thousands of visitors arrive in Colorado via the airport. These visitors come primarily on scheduled commercial airline flights, but they also may arrive on general aviation aircraft. Commercial airlines serving the airport include United Airlines, Delta Air Lines and American Airlines, and according to the Pitkin County 2017 audited financials (the most recent available), there were approximately 244,028 enplaned passengers in 2017. Other commercial airports servicing RFTA communities include Denver International Airport, located approximately 175 miles east of Glenwood Springs (which is approximately 40 miles northwest of Aspen), Eagle County Regional Airport, located approximately 25 miles east of Glenwood Springs, and Walker Field Airport in the City of Grand Junction, Colorado, located approximately 85 miles west of Glenwood Springs.

The economic activities related to the airport and visitors using the airport generate significant local and state tax revenues. Visitors pay taxes on lodging, rental cars, restaurant meals, and other purchases. Workers whose jobs are supported by airports and visitor spending also pay sales tax and state income taxes. Events or conditions that adversely affect air transportation serving RFTA's communities generally, or the Aspen/Pitkin Airport or the other airports proximate to those communities, could impact economic activity within RFTA's service area.

Natural Disasters. With significant economic activity within RFTA's service area tied, directly or indirectly, to outdoor recreation and the natural surroundings, the occurrence of forest fires, floods and other natural disasters and conditions could impact such activity. Natural disasters also could disrupt energy extraction and related business activity, as well as general commerce within and through the service area. Additionally, natural disasters could impact RFTA's physical assets. However, RFTA maintains insurance to mitigate the financial impact of such disasters.

Sales Tax Collected on Certain Sales Over the Internet

The future level of taxable retail sales which occurs within the RFTA service area may be affected by the level of internet sales. Remote commerce vendors may compete with local retail businesses and may reduce the taxable retail sales which otherwise would occur within the RFTA service area. On June 21, 2018, the Supreme Court of the United States decided a case (*South Dakota v. Wayfair Inc., et al*) concerning collection of out-of-jurisdiction sales taxes. Overruling past precedent, the

Supreme Court ruled that state and local governments have the authority to require out-of-state vendors with no local physical presence in a state to collect and remit sales taxes.

In response to the *Wayfair* decision, the Colorado Department of Revenue adopted new rules in December 2018 to implement the collection of sales taxes from such out-of-state vendors, but delayed the new rules' effectiveness pending action by the Colorado General Assembly during its 2019 General Session. On May [__], 2019, Colorado signed House Bill 19-1240 into law, with the pertinent sections taking effect beginning October 1, 2019. The new law largely retains much of the substance of the Department of Revenue rules, which it supersedes, and requires that internet vendors and internet marketplaces facilitating sales by vendors (such as Amazon, eBay and Etsy) collect and remit sales taxes on sales made to Colorado buyers. The law contains an exception, however, for direct sellers (i.e. those not selling through such a marketplace facilitator) with less than $100,000 in annual sales to Colorado buyers. Consequently, under the new law, some internet transactions currently untaxed may in the future continue to avoid taxation, potentially impacting the amount of Pledged Revenues collected.

Operating Expenses

No assurances can be given as to the future levels of RFTA's revenues or expenditures, or any components thereof. RFTA has identified its most volatile expenses as [labor, fuel and health insurance], and generally controls unanticipated cost increases by deferring capital projects, reducing service, raising fares and freezing wages. In addition, in the past RFTA has entered into annual fixed price contracts with respect to the purchase of fuel, which approach RFTA expects to continue in the future. While currently RFTA believes it has sufficient fund balances for its operations, no assurances can be given as to the availability, if any, of RFTA's fund balances to cover deficits in the future. RFTA can increase fares to cover increased costs, but cannot increase the Sales and Use Tax or its property tax without an approving vote of RFTA's electors.

Costs of Collection and Refunds

The Pledged Revenues which secure payment of the Bonds consist of all of the proceeds of the Sales and Use Tax after deduction of the reasonable and necessary costs and expenses of collecting and enforcing said Sales and Use Tax, net of any required refunds. The Department of Revenue charges fees for the collection and administration of the Sales and Use Tax on behalf of RFTA. The fees vary year to year based on the Department of Revenue's annual cost recovery calculation. For the years 2016, 2017, and 2018, the Department of Revenue's monthly charges to RFTA for the collection of Sales Tax were $5,733, $7,349 and $7,807, respectively. For the years 2016, 2017 and 2018, the Department of Revenue's monthly charges to RFTA for the collection of Use Tax were $462, $786and $825, respectively. RFTA Sales and Use Tax is required to be refunded under the circumstances described in "THE SALES AND USE TAX—Provisions Applicable to Both the Sales and Use Tax." According to RFTA, a total of $70,264 in Sales and Use Taxes were refunded by the State on behalf of RFTA in 2018. No assurances can be given as to the levels of such costs or expenses, or future refunds that may be required, in future years.

Federal Subsidy Payments and other Federal Subsidy Obligations

RFTA designated the Series 2012A Bonds and the Series 2013B Loan as "Qualified Energy Conservation Bonds" under Section 54D of the Code and as "Specified Tax Credit Bonds" under Section 6431 of the Code, and thereby receives a cash subsidy payment (referred to herein as the 2012A Federal Direct Payments and 2013B Federal Direct Payments, respectively) from the United States Treasury equal to a percentage of the interest payable on the Series 2012A Bonds and the Series 2013B Loan. The interest subsidy payments from the U.S. Treasury will be made directly to RFTA and, in accordance with

the 2012 Bond Resolution and the 2013B Loan Agreement, RFTA is required to deposit the same directly into the Interest Accounts created in the Bond Fund with respect to the Series 2012A Bonds and the Series 2013B Loan. The 2012A Federal Direct Payments and the 2013B Federal Direct Payments, if any, constitute Pledged Revenues, but are pledged only to the payment of the Series 2012A Bonds and the Series 2013B Loan, respectively. The amount of the 2012A Federal Direct Payments and 2013B Federal Direct Payments are set in Section 6431 of the Code as the lesser of (i) 100% of the corresponding interest payable on the applicable Qualified Energy Conservation Bonds on the applicable interest payment date and (ii) 70% of the amount of interest which would have been payable on the applicable Qualified Energy Conservation Bonds on such interest payment date if such rate were determined at the applicable credit rate set by the United States Treasury and in effect on the first day on which there is a binding written contract for the sale of such bonds. The cash payment does not constitute a full faith and credit guarantee of the United States government, but is required to be paid by the United States Treasury under the Code.

The Code imposes various requirements that RFTA must continue to comply with to receive the 2012A Federal Direct Payments on the Series 2012A Bonds and continue to comply with to receive the 2013B Federal Direct Payments on the Series 2013B Loan. These requirements generally involve the way that the proceeds of such bonds must be invested and ultimately used, and the periodic submission of certain requests for payment. If RFTA does not meet these requirements, it is possible that RFTA may not receive the related Federal Direct Payments.

The Internal Revenue Service ("IRS") has implemented an examination program for certain types of bonds that qualify for direct federal subsidies, and no assurance can be given that the Series 2012A Bonds, or the Series 2013B Loan (or other Federal Subsidy Obligations issued by RFTA) will not be selected by the IRS for examination. In the event the IRS files a proposed adverse determination letter as a result of such an examination, announced IRS policy is to suspend payment to RFTA of the related Federal Direct Payments pending a final determination of the qualification of the related Federal Subsidy Obligations. Furthermore, in certain circumstances, the Federal Direct Payments may be reduced (offset) by amounts determined to be applicable under the Code and regulations promulgated thereunder. For example, offsets may occur by reason of any past-due legally enforceable debt of RFTA to any Federal agency. The amount of any such offsets is not predictable but RFTA does not currently expect that any such offsets will apply to the credits RFTA expects to receive.

Pursuant to Colorado law and the 2012 Bond Resolution and 2013B Loan Agreement, so long as an Adverse Tax Event (as defined therein) has not occurred, RFTA is permitted to reduce the debt service payable on Federal Subsidy Obligations (including the Series 2012A Bonds and the Series 2013B Loan) by the amount of the related Federal Direct Payments for the purposes of, among other matters, calculating the Combined Maximum Annual Principal and Interest Requirements relating to the issuance of additional Parity Lien Bonds and the Reserve Fund Requirement. No assurance is given that an Adverse Tax Event will not occur which could result in a loss of Federal Direct Payments. A loss of Federal Direct Payments could require that an additional amount of revenues derived from the Sales and Use Tax be applied to the payment of the Series 2012A Bonds and the Series 2013B Loan and, consequently, could dilute the security for the Bonds.

See "APPENDIX A—SUMMARY OF BOND RESOLUTION" for the definitions of Combined Maximum Annual Principal and Interest Requirements (affecting RFTA's ability to issue additional Parity Lien Bonds in accordance with the limitations of the 2012 Bond Resolution described herein) and Reserve Requirement, both of which are adjusted to reflect the foregoing treatments of Federal Direct Payments so long as an Adverse Tax Event with respect to the related Federal Subsidy Obligations has not occurred.

Enforceability of Bondholders' Remedies Upon Default

In the event of a default in the payment of principal of or interest on the Bonds, there is no provision for acceleration of maturity of the principal of the Bonds. Consequently, remedies available to registered owners and Beneficial Owners of the Bonds may have to be enforced from year to year. Moreover, there is no bond trustee or similar person or entity to monitor or enforce the provisions of the Bond Resolution on behalf of the registered owners and Beneficial Owners of the Bonds, and therefore such registered owners and Beneficial Owners of the Bonds should be prepared to enforce such provisions themselves if the need to do so ever arises.

The remedies available to the owners of the Bonds upon a default are in many respects dependent upon judicial action, which is often subject to discretion and delay under existing constitutional law, statutory law and judicial decisions, including specifically the federal bankruptcy code. The legal opinions to be delivered concurrently with delivery of the Bonds will be qualified as to enforceability of the various legal instruments by limitations imposed by bankruptcy, reorganization and insolvency or other similar laws affecting the rights of creditors generally, now or hereafter in effect; as to usual principles of equity which may limit the specific enforcement under State law of certain remedies; as to the exercise by the United States of America of the powers delegated to it by the federal Constitution; and as to the reasonable and necessary exercise, in certain exceptional situations, of the police power inherent in the sovereignty of the State and its governmental bodies in the interest of serving an important public purpose.

THE BONDS

Description

The total principal amount, dated date, maturity dates and interest rates of the Bonds are set forth on the cover page hereof. Certain matters relating to the Bonds are described in detail in "INTRODUCTION" and are not restated under this caption. These include provisions regarding registration and denominations of the Bonds, exchange and transfer of the Bonds and payment of the principal of and interest on the Bonds; a description of the authority for issuance of the Bonds; and information regarding delivery of the Bonds. See "INTRODUCTION" for a description of the matters referred to in the previous sentence, as well as other information relating to the Bonds.

Prior Redemption

Optional Redemption of the Bonds. The Bonds are subject to redemption prior to maturity at the option of RFTA, in whole or in part in integral multiples of $5,000, and if in part in such order of maturities as RFTA shall determine and by lot within a maturity, on December 1, 20__ and on any date thereafter, at a redemption price equal to the principal amount of the redeemed Series 2019 Bonds, plus accrued interest to the redemption date, and without redemption premium.

Mandatory Sinking Fund Redemption. The Series Bonds maturing on December 1, 20__* are subject to mandatory sinking fund redemption by lot on December 1 of the years and in the principal amounts specified below, at a redemption price equal to the principal amount thereof (with no redemption premium), plus accrued interest to the redemption date:

* Preliminary; subject to change.

Years (December 1)*	Principal Amount*
20__	
20__	
20__	
20__	
20__ [1]	

[1] Final maturity; not a sinking fund redemption payment.

At its option, to be exercised on or before the forty-fifth day next preceding each sinking fund redemption date, RFTA may (i) purchase and cancel any Bonds with the same maturity date and of the same Series as the Bonds subject to such sinking fund redemption and (ii) receive a credit in respect of its sinking fund redemption obligation for any Bonds with the same maturity date and of the same Series as the Bonds subject to such sinking fund redemption which prior to such date have been redeemed (otherwise than through the operation of the sinking fund) and cancelled and not theretofore applied as a credit against any sinking fund redemption obligation.

General Redemption Provisions. If less than all of the Bonds within a maturity are to be redeemed on any prior redemption date, the Bonds to be redeemed shall be selected by lot prior to the date fixed for redemption, in such manner as the Bond Registrar shall determine. The Bonds shall be redeemed only in integral multiples of $5,000. In the event a Bond is of a denomination larger than $5,000, or a portion of such Bond may be redeemed, but only in the principal amount of $5,000 multiples thereof. Such Bond shall be treated for the purpose of redemption as that number of Bonds which results from dividing the principal amount of such Bond by $5,000. In the event a portion of any Bond is redeemed, the Bond Registrar shall, without charge to the Owner of such Bond, authenticate and deliver a replacement Bond or Bonds for the unredeemed portion thereof.

Notice and Effect of Redemption. In the event any of the Bonds or portions thereof are called for redemption, notice thereof identifying the Bonds or portions thereof to be redeemed will be given by the Bond Registrar by mailing a copy of the redemption notice by first class mail (postage prepaid), not less than 30 days prior to the date fixed for redemption, to the owner of each Bond to be redeemed in whole or in part at the address shown on the registration books maintained by or on behalf of the Authority by the Bond Registrar. The redemption of the Bonds may be contingent or subject to such conditions as may be specified in the notice. Failure to give such notice by mailing to any owner, or any defect therein, shall not affect the validity of any proceeding for the redemption of other Bonds as to which no such failure or defect exists. All Bonds so called for redemption will cease to bear interest after the specified redemption date, provided funds for their redemption are on deposit at the place of payment at that time.

Any notice of redemption may contain a statement that the redemption is conditioned upon the receipt by UMB Bank, n.a. (the "Paying Agent") of funds on or before the date fixed for redemption sufficient to pay the redemption price of the Bonds so called for redemption, and that if funds are not available, such redemption shall be cancelled by written notice to the owners of the Bonds called for redemption in the same manner as the original redemption notice was mailed.

Application of Bond Proceeds

The Refunding Project. The net proceeds of the Refunding Bonds, [together with certain other legally available funds,] are to be applied to the refunding and redemption of the Series 2009B Bonds, issued and currently outstanding in the principal amount of $21,310,000; the refunding and redemption of

the Series 2013A Loan, issued in the aggregate principal amount of $2,000,000 and currently outstanding in the aggregate principal amount of $1,550,000; and to pay a portion of the costs of issuance of the Bonds[, including without limitation the premium for the Reserve Policy]. The Series 2009B Bonds and the Series 2013A Loan are collectively referred to herein as the "Refunded Bonds."

The Series 2009B Bonds bear interest at rates ranging from 6.614% to 6.810% per annum. The Series 2009B Bonds are subject to redemption prior to maturity at the option of RFTA, in whole or in part in integral multiples of $5,000, and if in part in such order of maturities as RFTA shall determine and by lot within a maturity, on December 1, 2019 and on any date thereafter, at a redemption price equal to the principal amount of the redeemed Series 2009B Bonds, plus accrued interest to the redemption date, and without redemption premium (the "Redemption Price").

The Series 2013A Loan bears a fixed interest rate of 3.48% per annum. The Series 2013A Loan is subject to prepayment, in whole, but not in part, prior to maturity at the option of RFTA upon payment of the principal amount of the 2013A Loan, plus a prepayment premium of 2.00%, plus accrued interest thereon to the date of prepayment.

As provided in the Bond Resolution, the Board is refinancing the Refunded Bonds at a lower interest rate and therefore advance voter approval is not required pursuant TABOR.

Upon issuance of the Refunding Bonds, the net proceeds of the Refunding Bonds [along with certain other legally available funds of the Board] will be deposited into an escrow account (the "Escrow Account") created pursuant to an escrow agreement (the "Escrow Agreement") by and between the Board and UMB Bank, n.a., Denver, Colorado, as escrow agent (the "Escrow Agent"). The moneys in the Escrow Account will be used by the Escrow Agent to acquire direct obligations of (including obligations issued or held in book-entry form on the books of), or obligations the principal of and interest on which are guaranteed by, the United States of America ("Federal Securities"), the maturing principal of and interest on which when due, together with any cash held in the Escrow Account, will be sufficient to redeem, on the Redemption Date, the outstanding Refunded Bonds and to pay the interest on the Refunded Bonds as the same become due prior to such dates.

A certified public accountant will deliver a report verifying (a) the adequacy of the amount of the sum of the maturing principal of and interest on the Federal Securities when due and the cash on deposit in the Escrow Account to redeem on the Redemption Date the outstanding Refunded Bonds and to pay the interest on the Refunded Bonds as the same become due prior to such date and (b) certain computations supporting the conclusion of Bond Counsel that the Bonds are not "arbitrage bonds" within the meaning of Section 148 of the Tax Code and the regulations promulgated thereunder.

The Project. The net proceeds of the Improvement Bonds are to be applied to the financing of the acquisition, construction, installation, and equipping of various public improvements, including (a) recommissioning the Aspen Maintenance Facility, (b) expanding the Glenwood Springs Maintenance Facility, (c) improvements to bus stations, bus stops and parking areas and facilities, (d) acquiring additional buses, and (e) and any other projects which proceeds of the Improvement Bonds may be expended under the Ballot Issue (the "Project"), and to the payment of a portion of the costs of issuance of the Bonds[, including without limitation the premium for the Reserve Policy].

The following table sets forth RFTA's current expectation for the use of Bond Proceeds available for Project Funds:

RFTA Project Description	Total Project Estimated Cost	Federal Transit Administration Capital Grant Revenue	CDOT Capital Grant Revenue	Local Contributions	RFTA Estimated Cost	Series 2019 Bond Proceeds*
Aspen Maintenance Facility - Recommissioning Phase 9	$ 3,115,000		$ 1,000,000		$ 2,115,000	$ 2,115,000
Glenwood Maintenance Facility - Expansion of Vehicle Maintenance	$ 4,260,000		$ 1,581,460		$ 2,678,540	$ 2,679,000
Bus Stop Improvements - Mid-Valley along SH82	$ 1,603,000		$ -		$ 1,603,000	$ 1,603,000
Battery Electric Bus Pilot Project	$ 9,195,511	$ 715,531	$ 3,558,000	$ 2,701,000	$ 2,220,980	$ 1,881,000
Total	**$ 18,173,511**	**$ 715,531**	**$ 6,139,460**	**$ 2,701,000**	**$ 8,617,520**	**$ 8,278,000**

The Aspen Maintenance Facility (AMF) was originally completed in 1983 and was designed to accommodate 34 buses and the administrative and operational staff to support this bus fleet. Between 2013 and 2016, RFTA invested approximately $14 million completing the first four phases of renovating a portion of the facilities systems and expanding its capacity to accommodate more buses. There are five additional potential phases to the renovation and the expansion of the facility. The AMF Phase 9 Project will remove and replace underground diesel, gasoline, new motor oil and used oil tanks and also the exterior gasoline and diesel dispensing equipment, interior diesel dispensing equipment and all necessary leak detection systems, pumps, values and connections. Construction on the AMF Phase 9 Project is anticipated to begin in April 2020 with an estimated completion date of December 2020. RFTA has secured State funding to offset approximately 32% of the total estimated project cost.

The Glenwood Maintenance Facility (GMF) was originally designed to operate as a satellite facility for a maximum of 34 buses and house a minimal number of administrative and operational staff. RFTA is currently exceeding the capacity that the facility was designed to support. In order for RFTA to maintain and expand future bus service to meet increased demand, the facility needs to be renovated and expanded. The GMF Expansion Project has been phased and the initial phase focuses on the expansion of the Vehicle Maintenance area from four to nine working bays, improvements to the parts and tool storage areas and includes two new bays that focus on the unique requirements of Compressed Natural Gas and Battery Electric Buses. Construction on the GMF Expansion of Vehicle Maintenance Project is anticipated to begin in April 2020 with an estimated completion date of November 2021. RFTA has secured State funding to offset approximately 37% of the total estimated project cost.

Five primary regional comuter local bus stops with the highest ridership along the Colorado State Highway 82 Corridor have been identified as priority bus stops in need of improvements. The five bus stops identified include Aspen Village, Lazy Glen, Holland Hills, Sagewood and Catherine's Store. Improvements include the relocation of bus stops, new bus shelters, enhanced amenities, such as security cameras and real-time passenger information signs and safety improvements for pedestrian crossings and access to the bus stops. Construction on the bus stop improvements is anticipated to begin in April 2020 with an estimated completion date of November 2020.

RFTA is undertaking a Battery Electric Bus (BEB) Pilot Project that will involve an initial fleet of eight battery powered electric buses and depot charging at the AMF. With the BEB pilot fleet, RFTA will collect data about the range of batteries, the cost of operations, maintenance issues, passenger-

* Preliminary; subject to change.

loading and hill-climbing capabilities. The pilot fleet is anticipated to be used primarily in the upper Roaring Fork Valley (i.e. within Aspen and between Aspen and Snowmass) until it can be demonstrated the range of the buses is sufficient for RFTA's long-haul commuter regional services. Future investments in electic bus technology will be contingent upon demonstrated improvements in the range and operating characteristics as well as a reduction in the capital cost. In May 2017, RFTA conducted a BEB workshop, which was attended by 4 electric bus manufacturers who were provided with RFTA's route operating characteristics and asked to provide responses to questions which were intended to enable RFTA to determine the feasibility of operating electric buses in its service area. Based upon information received from the manufacturers and demonstrations of the electric buses, RFTA determined that it would be feasible for it to conduct a pilot project. Subsequently, RFTA undertook a request for proposals process to identify the most responsive potential partner in its BEB Pilot Project and selected New Flyer Industries. RFTA anticipates taking delivery of its eight electric buses in the fall of 2019. RFTA has secured Federal , State, and Local funding to offset approximately 75% of the total estimated project cost.]

Sources and Uses of Funds. The application of the proceeds of the Bonds is anticipated to be as follows:

SOURCES
Bond Proceeds .....
[Other legally available funds] .....
Total .....

USES
Deposit to Escrow Fund .....
Deposit to Project Fund .....
Costs of issuance, including underwriting
discount [1], professional fees and printing costs .....
Total .....

[1] See "MISCELLANEOUS—Underwriting."

Security for the Bonds

Special Revenue Obligations; Pledged Revenues. The Bonds are special and limited revenue obligations of RFTA. RFTA pledges for the payment of the principal of and interest on the Bonds, and grants a first lien (but not necessarily an exclusive first lien) for such purpose on the Pledged Revenues.

The Pledged Revenues which secure payment of the Bonds consist of all of the proceeds of the Sales and Use Tax after deduction of the reasonable and necessary costs and expenses of collecting and enforcing said Sales and Use Tax, net of any required refunds (see "THE SALES AND USE TAX").

***Application of Pledged Revenues*.** Pursuant to the Bond Resolution, so long as any of the Bonds remain outstanding all revenues derived from the Sales and Use Tax, including the Pledged Revenues, are to be deposited in RFTA's General Fund. RFTA is to transfer from such Pledged Revenues on deposit therein: (a) to the credit of the Interest Account of the Bond Fund created for the Bonds and any other similar account created for the purpose of paying interest on the Parity Lien Bonds (collectively, the "Bond Funds"), on a pro rata basis, the amounts required as described below in "Bond Fund"; and (b) to the credit of the Principal Account of each such Bond Fund, on a pro rata basis, the amounts required as described below in "Bond Fund." Pursuant to the Bond Resolution, RFTA is also required to use such

Pledged Revenues on deposit in the General Fund to replenish the Reserve Fund and to pay Policy Costs, if any, with respect to the Bonds and any Parity Lien Bonds.

Funds and Accounts. Pursuant to the Bond Resolution, RFTA established a separate Bond Fund with respect to the Bonds (and within such Bond Fund, a Principal Account and an Interest Account), the Reserve Fund, the Project Fund and the Escrow Fund. A general description of the Bond Funds, the Reserve Fund and the Project Fund is provided below. For a complete description of the funds and accounts created pursuant to the Bond Resolution, see "SUMMARY OF BOND RESOLUTION" appended hereto.

Bond Funds. Moneys deposited in a Bond Fund must be used solely for the purpose of paying the principal of and interest on the related Bonds or Parity Lien Bonds, as applicable. There is established by the Bond Resolution within each Bond Fund a Principal Account and an Interest Account (which are to be used for payment of the principal of and interest, respectively, on the related Series of Bonds). Pursuant to the Bond Resolution, on or before the last day of each month, commencing in the month next succeeding the date of issuance of the Bonds, RFTA is to credit to the Interest Account for each series of Bonds and Parity Lien Bonds, from the Pledged Revenues and any interest income to be deposited in the Interest Account pursuant to the terms hereof, an amount equal to the Pro Rata Portion of the interest to come due on the Bonds on the next succeeding Interest Payment Date, net of the amount of any interest earnings transferred in such month from the Reserve Fund to such Bond Fund as described in "—Reserve Fund." RFTA is to have credited to each Interest Account from the Pledged Revenues an amount sufficient to pay the interest on the related Series of Bonds due on the next succeeding Interest Payment Date not less than 3 Business Days before such Interest Payment Date. In addition, on or before the last day of each month, commencing in the month next succeeding the date of issuance of the Bonds, RFTA is to credit to each Principal Account, from the Pledged Revenues and any interest income to be deposited in such Principal Account pursuant to the terms hereof, an amount equal to the Pro Rata Portion of the principal coming due on the related Series of Bonds on the next succeeding Principal Payment Date (but, with respect to a calendar year in which such Series of Bonds are maturing, net of the amount in the Reserve Fund anticipated to be applied to such payment as described in "Reserve Fund" below). Notwithstanding, RFTA is to have credited to each Principal Account from the Pledged Revenues an amount sufficient to pay the principal coming due on the related Series of Bonds on the next succeeding Principal Payment Date not less than 3 Business Days before such Principal Payment Date.

Reserve Fund; Potential Future Termination Thereof. Moneys in the Reserve Fund must be used only to prevent a default in the payment of the principal of and interest on the Bonds, the Series 2009A Bonds, the Series 2012A Bonds, the Series 2013B Loan and any additional Parity Lien Bonds. Immediately prior to the issuance of the Bonds, the Reserve Fund will contain a balance in the amount of $_____. Upon the issuance of the Bonds, [an additional deposit in the amount of $_____ will be made to the Reserve Fund, resulting in a total amount on deposit in the Reserve Fund as of the date of issuance of the Bonds of $_____][the increased Reserve Fund Requirement will be met by the deposit of the Reserve Policy in the Reserve Fund. The amount payable by the Reserve Policy Provider under the Reserve Policy is $_____.][In addition, the Authority is, simultaneously with such deposit, replacing the cash currently on deposit in the Reserve Fund with ___ Reserve Fund Contracts (as defined in "APPENDIX A—SUMMARY OF BOND RESOLUTION"), as further described below.] [Such amount][The sum of [the amount of such moneys and the amount payable under the Reserve Policy][The sum of the amounts payable under the Reserve Policy and such other Reserve Fund Contracts] is [equal to the maximum annual debt service on the Series 2009A Bonds, the Series 2012A Bonds, the Series 2013B Loan and the Bonds (provided that anticipated Federal Direct Payments are netted against debt service on the Series 2012A Bonds and the Series 2013B Loan for purposes of such calculation)]. See "APPENDIX A—SUMMARY OF BOND RESOLUTION" for the definition of the Reserve Fund Requirement. The Reserve Fund Requirement is to be calculated as of (i) the date of issuance of the Bonds and any Parity

Lien Bonds, and (ii) on any Interest Payment Date, and (iii) not less than annually. [At any time, RFTA may elect to replace all or any portion of the moneys and investments on deposit in the Reserve Fund with a Reserve Fund Contract.] If at any time the calculated amount of the Reserve Fund is less than the Reserve Fund Requirement or transfers are made from the Reserve Fund as described above, then RFTA is to deposit to the Reserve Fund from the Pledged Revenues amounts sufficient to bring the amount deposited in the Reserve Fund to the Reserve Fund Requirement. If at any time a draw is made against [the Reserve Policy or] any [other] Reserve Fund Contract, then RFTA is to pay any amounts due and owing under any such Reserve Fund Contract from the Pledged Revenues. Such payments are to be made in accordance with the application of Pledged Revenues described above and more fully in "APPENDIX A—SUMMARY OF BOND RESOLUTION." If at any time the calculated amount of the Reserve Fund is more than the Reserve Fund Requirement, then RFTA is to transfer to the Bond Funds for the Bonds, and to any similar account created with respect to Parity Lien Bonds, if any, on a pro rata basis, such amount which is in excess of the Reserve Fund Requirement. With respect to any Principal Payment Date and Redemption Date on which all or any portion of the Bonds or any Parity Lien Bonds will mature or be optionally redeemed, there is to be transferred from the Reserve Fund to the Principal Accounts of the Bond Funds or other account created for the payment of Parity Lien Bonds (or, if so directed by RFTA, to such other escrow account as may be necessary in connection with a redemption), as applicable, on the third Business Day prior to such Principal Payment Date or on such Redemption Date, all moneys on deposit in the Reserve Fund in excess of the Reserve Fund Requirement as calculated assuming payment of such Bonds or Parity Lien Bonds maturing or called for optional redemption, provided that the foregoing shall not operate to limit the moneys that would otherwise be transferred to such Bond Fund or other account as a result of any deficiency therein.

[DESCRIPTION OF RESERVE POLICY AND ANY OTHER RESERVE FUND CONTRACTS, AS APPLICABLE]

Notwithstanding the provisions of the Bond Resolution regarding the Reserve Fund described above or any other contrary provision of the Bond Resolution, the Bond Resolution provides that each purchaser of any of the Bonds shall, by its purchase of such Bond or Bonds, be deemed to have agreed that at such time as: (i) each Parity Lien Bond issued by RFTA prior to the issuance of the Bonds shall either (A) no longer be Outstanding (through maturity, defeasance or otherwise) or (B) for any such Parity Lien Bond still Outstanding, the registered owner thereof (or, if so provided by any of the resolutions authorizing the issuance of any Parity Lien Bonds, such other person as my be entitled to consent to amendments to any such resolution with respect to such Parity Lien Bond) shall have consented to the provisions of clauses (Y) and (Z) below; and (ii) there shall be no amounts then due and owing to the Reserve Policy Provider or any Parity Lien Reserve Policy Provider; then: (Y) at the election of RFTA, in its sole discretion, the requirement to maintain the Reserve Fund shall thereupon terminate; and (Z) upon any such termination, all cash and investments then on deposit in the Reserve Fund shall be released to RFTA free from the lien of the Bond Resolution and all references in the Bond Resolution to the Reserve Fund and any requirements with respect thereto shall, automatically and without the need for further amendment, be deemed deleted and of no further effect.

Project Fund. All moneys deposited in the Project Fund are required by the Bond Resolution to be applied solely to the payment of the costs of the Project. Upon the determination of the Board that all such costs have been paid or are determinable, any balance remaining in the Project Fund (less any amounts necessary to pay such costs not then due and owing) is to be transferred to the Bond Fund. Moneys deposited in the Project Fund may be invested or deposited in securities or obligations that are Permitted Investments.

Additional Bonds. RFTA has covenanted in the Bond Resolution that it will not pledge or create any other lien on the Pledged Revenues that is superior to the lien thereon of the Bonds. [The issuance of

the Bonds will use the remaining debt authorized pursuant to the Ballot Issue, and therefore no additional debt will be issued that is first secured by the Pledged Revenues without further voter authorization. See "DEBT STRUCTURE—Revenue Obligations—*Property Tax Revenue Bonds*] Pursuant to the Bond Resolution, RFTA has covenanted not to issue Parity Lien Bonds, which would be secured by the Pledged Revenues on a parity with the lien thereon of the Bonds, unless certain conditions are satisfied, including satisfaction of the coverage requirement or refunding savings requirement set forth below. See "APPENDIX A—SUMMARY OF BOND RESOLUTION" for the additional requirements regarding the issuance of Parity Lien Bonds. RFTA is not prohibited from issuing as Parity Lien Bonds variable rate demand obligations, other short-term debt or lease instruments, reimbursement obligations with respect to credit and liquidity facilities, and interest rate exchange agreements and other risk hedging arrangements.

Any resolution, indenture or other document providing for the issuance of Parity Lien Bonds must provide for: (i) a deposit to the Reserve Fund to the extent necessary to cause amounts on deposit therein to equal the then applicable Reserve Fund Requirement, (ii) the establishment of a bond account for the Parity Lien Bonds, which bond account must be established and maintained on substantially the same terms and contain substantially the same provisions as set forth in the Bond Resolution for the Bond Fund, (iii) interest and principal on the Parity Lien Bonds to be payable on the same Interest Payment Date and Principal Payment Dates for the Bonds, and (iv) remedies in the event of default substantially similar to those set forth in the Bond Resolution, including that there shall be no acceleration in an event of default. RFTA is not prohibited from issuing subordinate lien obligations and pledging or creating a subordinate lien on the Pledged Revenues provided that no Event of Default shall have occurred and be continuing.

[Although RFTA anticipates issuing additional debt and, potentially, certificates of participation to fund its capital investment plan described under "THE SYSTEM—Capital Improvement Plan—*Regional Transportation Improvement Plan*", it currently intends that the same will be payable from revenues from the property tax authorized by voter approval of the ballot issue submitted by RFTA at the November 2018 election and potentially other RFTA revenues other than the Pledged Revenues. See "DEBT STRUCTURE—Revenue Obligations—*Property Tax Revenue Bonds*.]

Test for Parity Lien Bonds. Prior to the issuance of Parity Lien Bonds, RFTA has covenanted to provide a written certification of a Certified Public Accountant stating that either:

(i) the Pledged Revenues for any 12 consecutive months in the 18 months immediately preceding the month in which such certification is delivered (referred to in this paragraph as the "test period") have been equal to at least 150% (1.5 times) of the sum of the Combined Maximum Principal and Interest Requirements due or to become due on the Bonds, any Outstanding Parity Lien Bonds, and the proposed Parity Lien Bonds during each calendar year following the date of issuance of the proposed Parity Lien Bonds until final maturity of the Bonds; or

(ii) the proceeds of the proposed Parity Lien Bonds will be used to refund the Bonds and the aggregate principal of and interest due on the proposed Parity Lien Bonds is not greater than the aggregate principal of and interest due on the Bonds that will be refunded.

Additional Protective Covenants. RFTA has made various protective covenants such as those relating to the maintenance of the rate of the Sales and Use Tax, and the requirement for an annual audit to be made of the books relating to the Sales and Use Tax each year by a Certified Public Accountant. See "APPENDIX A—SUMMARY OF BOND RESOLUTION" for a description of the various protective covenants set forth in the Bond Resolution.

Bond Resolution Irrepealable. The Bond Resolution provides that after any of the Bonds are issued, such ordinance shall remain irrepealable, but amendable, until the Bonds and the interest accruing thereon shall have been fully paid, satisfied, and discharged.

Debt Service Coverage

The Bond Resolution does not require that RFTA maintain any particular minimum debt service coverage; provided, however, that the issuance of Parity Lien Bonds requires satisfaction of a historical debt service coverage test or the refunding savings test as described in "—Security for the Bonds—*Additional Bonds*."

The following table sets forth the estimated historical debt service coverage which would have been provided for calendar years 2016 through 2019, by Pledged Sales and Use Taxes received by RFTA in such years (as more particularly described below), and projected to be provided for calendar year 2019 by estimated Pledged Sales and Use Taxes [(as set forth in the 2019 Budget)], based on the maximum annual debt service on the Bonds, the Series 2009A Bonds, the Series 2012A Bonds and the Series 2013B Loan, assuming that the full amount of the additional deposit to the Reserve Fund required in connection with the Bonds ($_____) is available and applied to the final payment due on the Bonds in 20__, [and assumes that the remaining amount of the Reserve Requirement is available and applied to the final payment of each Series of the Bonds and the Parity Lien Bonds]. Such maximum annual debt service is $_____, occurring in 20__. Also shown is such coverage based on the maximum annual debt service after netting the anticipated Federal Direct Payments (anticipated to be received with respect to the Series 2012A Bonds and the Series 2013B Loan), which net maximum annual debt service is $_____ occurring in 20__. However, the Internal Revenue Code of 1986 imposes requirements on the Series 2012A Bonds and the Series 2013B Loan that RFTA must continue to meet after the Series 2012A Bonds and the Series 2013B Loan are issued in order to receive the Federal Direct Payments. Although RFTA will covenant in a certificate delivered on the date of issuance of the Bonds to take the actions necessary to ensure receipt of the 2012A Federal Direct Payments and the 2013B Federal Direct Payment, failure to comply with such covenant does <u>not</u> constitute an Event of Default under the 2012 Bond Resolution or the 2013B Loan Agreement. As a result, in the event that RFTA fails to comply with such covenant, no assurance is given that the Federal Direct Payments will be received. See "INVESTMENT CONSIDERATIONS—Federal Subsidy Payments and other Federal Subsidy Obligations."

For information concerning the actual "Pledged Sales and Use Taxes" set forth in the tables below, meaning all of the proceeds of the Sales and Use Taxes after deduction of reasonable and necessary cost and expenses of enforcing said Sales and Use Tax, net of any required refunds, see Table IV under the caption "THE SALES AND USE TAX—Sales and Use Tax Data." The debt service requirements for the Bonds are set forth in "—Debt Service Requirements" below. See also "—Security for the Bonds" above.

TABLE I
Estimated Debt Service Coverage

	2016	2017	2018	2019 [1]
Pledged Sales and Use Taxes [2]	$	$	$	$
Actual Historical Debt Service (Series 2009A Bonds, Series 2009B Bonds, Series 2012A Bonds, Series 2013A Loan and Series 2013B Loan)	$	$	$	$
Actual Historical Debt Service Coverage	x	x	x	x

[1] Estimated. Represents amount of Pledged Sales and Use Taxes anticipated in 2019 Budget.
[2] See TABLE IV herein. Pledged Sales and Use Taxes include all of the proceeds of the Sales and Use Taxes after deduction of reasonable and necessary cost and expenses of enforcing said Sales and Use Tax, net of any required refunds. (Note that Pledged Sales and Use Taxes shown above are less than the Sales and Use Taxes indicated in Table X herein for the reasons discussed in footnote 1 to Table X.)
Source: RFTA and the Underwriter

[After the issuance of the Bonds, projected Maximum Annual Debt Service coverage on all Parity Lien Debt based on 2018 revenues is expected to be [____]x on a gross basis. Net of expected Federal Direct Payments on the Series 2012A and 2013B Bonds, projected Maximum Annual Debt Service coverage on all Parity Lien Debt based on 2018 revenues is expected to be [_____]x.]

The receipt of Pledged Revenues is subject to the elastic nature of consumer spending. This causes sales tax revenue to increase along with the higher prices brought about by inflation, but also causes collections to be vulnerable to adverse economic conditions and reduced consumer confidence which could result in reduced spending. Such changes in economic conditions may cause actual sales tax collections to fluctuate. Accordingly, there can be no assurance that collections of RFTA's Sales and Use Tax revenue will continue at the levels stated above, or that coverage factors in future years will remain at such levels.

RFTA has no definitive plans to issue additional Parity Lien Bonds at this time. [No additional Parity Lien Bonds will be issued that are first secured by the Pledged Revenues without further voter authorization. See the captions "THE SALES AND USE TAX", "APPENDIX A—SUMMARY OF BOND RESOLUTION." and "DEBT STRUCTURE—Revenue Obligations—*Property Tax Revenue Bonds*]

Debt Service Requirements

Set forth in the following table are the combined debt service requirements for the Bonds, as well as the outstanding Series 2009A Bonds, the Series 2012A Bonds and the Series 2013B Loan. See the cover of this Official Statement for the actual interest rates for each maturity of such Bonds.

TABLE II
Debt Service Requirements [1]

Year	The Series 2019 Bonds [2, *] Principal	Interest	Other Parity Lien Bonds [2]	Annual Total
2019				
2020				
2021				
2022				
2023				
2024				
2025				
2026				
2027				
2028				
2029				
2030				
2031				
2032				
2033				
2034				
2035				
2036				
2037				
2038				
2039				
Total				

[1] Assumes no redemptions, other than mandatory sinking fund redemption payments. Figures have been rounded.
[2] Consists of RFTA's outstanding Series 2009A Bonds, the Series 2012A Bonds and the Series 2013B Loan.
Source: The Underwriter

THE SALES AND USE TAX

Generally

The revenue pledged to payment of the Bonds (the Pledged Revenues) consist of all of the proceeds of the Sales and Use Tax after deduction of the reasonable and necessary costs and expenses of collecting and enforcing said Sales and Use Tax, net of any required refunds. See "THE BONDS—Security for the Bonds."

Authority for the Imposition of the Sales and Use Tax

RFTA's Sales and Use Tax is imposed pursuant to the Regional Transportation Authority Law, the Organizing IGA, and Resolution Nos. 2004-10, 2004-11 and 2008-17 (the "Sales and Use Tax Resolutions"). RFTA presently imposes a total Sales and Use Tax ranging from 0.4% to 1.0%, as set forth below under "—Sales and Use Tax Data—*Sales Tax Rates*." Such taxes were approved by eligible electors of RFTA, or portions thereof as applicable, as follows: (i) at an election held on November 7, 2000 (the "2000 Election"), imposition of a 0.2% sales and use tax in the Town of Basalt, and a 0.4% sales and use tax in the Town of Carbondale and the City of Glenwood Springs, (ii) at an election held on November 2, 2004 (the "2004 Election"), imposition of an additional 0.2% sales and use tax in the Town of Basalt, Unincorporated Eagle County (voting precincts 7, 8, 24 and 25 in the southwestern corner of the county only), the Town of Carbondale and the City of Glenwood Springs, and a 0.4% sales and use

tax in the Town of New Castle, and (iii) at an election held November 4, 2008 (the "2008 Election"), imposition of an additional 0.4% sales and use tax voters in the City of Aspen, the Town of Snowmass Village, Unincorporated Pitkin County, Unincorporated Eagle County (voting precincts 7, 8, 24 and 25 only), the City of Glenwood Springs and the Town of New Castle, and a 0.3% sales and use tax in the Town of New Castle.

Description of the Sales Tax

Pursuant to the Regional Transportation Authority Law, RFTA's sales tax is imposed upon all sales and purchases of tangible personal property at retail or the furnishing of services which are subject to the state sales tax (imposed pursuant to Article 26 of Title 39 (the "Sales and Use Tax Act")), and is subject to the same exemptions applicable to the state sales tax. The sales tax is collected and paid on the purchase price paid or charged upon all sales and purchases of tangible property at retail; in the case of retail sales involving the exchange of property, on the purchase price paid or charged, including the fair market value of the property exchanged at the time and place of the exchange, excluding, however, from the consideration or purchase price the fair market value of the exchanged property if such exchanged property is to be sold thereafter in the usual course of the retailer's business, or such exchanged property is a vehicle and is exchanged for another vehicle and both vehicles are subject to licensing, registration or certification under the laws of Colorado, including, but not limited to, vehicles operating upon public highways, off highway recreation vehicles, watercraft and aircraft; on telephone and telegraph services, whether furnished by public or private corporations or enterprises, for all intrastate telephone and telegraph service; for gas and electric service, whether furnished by municipal, public or private corporations or enterprises for gas and electricity furnished and sold for commercial consumption and not for resale, and upon steam when consumed or used by the purchaser and not resold in original form whether furnished or sold by municipal, public or private corporations or enterprises; on the purchase price paid for food or drink served or furnished in or by restaurants, cafes, lunch counters, cafeterias, hotels, drugstores, social clubs, nightclubs, cabarets, resorts, snack bars, caterers, carryout shops and other like places of business at which prepared food or drink is regularly sold, including sales from pushcarts, motor vehicles and other mobile facilities (cover charges are included as part of the amount paid for such food or drink); and on the entire amount charged to any person for rooms or accommodations, as defined by statute.

The Sales and Use Tax Act also provides that certain transactions are exempt from taxation as specified in Section 39-26-701, Colorado Revised Statutes. These include, but are not limited to, sales to the United States government and to the State, its departments and institutions, and the political subdivisions of the state in their governmental capacities; sales to charitable organizations in the conduct of their charitable functions and activities; sales which RFTA is prohibited from taxing under the Constitution or laws of the United States or the State; sales of cigarettes; sales of prescription drugs, prosthetic devices, wheelchairs, hospital beds, corrective eyewear, hearing aids and certain physician recommended therapeutic devices and appliances; sales of commodities and services to the occupants of certain accommodations; sales to nonprofit schools; sales of trailers and trucks manufactured in the state but sold for use outside the state; sales of construction and building materials to a common carrier by rail for use in construction and maintenance of its railroad tracks; sales of special fuel for farm vehicles; sales of certain articles to retailers or vendors of food, meals or beverages, including bags and other containers, if a separate charge is not made to the consumer therefor, the article becomes the property of the consumer together with the food, meals or beverages, and if a tax is paid on the retail sale of such food, meals or beverages, which articles; sales of construction and building materials sold to contractors for the construction of certain public works; sales of aircraft used or purchased for use in interstate commerce by a commercial airline; sales of tangible personal property that is to be permanently affixed or attached as a component part of an aircraft; sales of certain poultry and livestock, feed therefor, and straw and other bedding for use in the care thereof, feeds and orchard trees; 48% of the purchase price of factory built

housing; sales of food purchased with food stamps or with specified federal funds; and sales of precious metal bullion and coins which are substantially equivalent to transactions in securities or commodities through a national securities or commodities exchange. Reference is made to Section 39-26-701, Colorado Revised Statutes, for a complete listing of exemptions from the sales tax. In addition, gross receipts from sales subject to the sales tax will include delivery charges when such charges are subject to the State sales and use tax, regardless of the place to which delivery is made.

Description of the Use Tax

The use tax is imposed for the privilege of storing, using or consuming within the state any articles of tangible personal property purchased at retail, any construction and building materials and on motor and other vehicles on which registration is required which are purchased at retail. The exemptions from the use tax include the exemptions set forth above for the sales tax in addition to the following: (a) the storage, use or consumption of printers ink and newsprint; and (b) the storage, use or consumption of manufactured goods, including, but not limited to, high technology goods, donated by the manufacturer of such goods to the United States government; the State or any department, institution or political subdivision thereof; or any organization exempt from federal income taxes pursuant to section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to the extent that the aggregate value of all such goods included in a single donation exceeds one thousand dollars.

Manner of Collection of Sales Tax

The collection, administration, distribution and enforcement of RFTA's sales tax is performed by the Executive Director of the Colorado Department of Revenue (the "Executive Director"), in the same manner as the collection, administration and enforcement of the state sales tax. The Department of Revenue charges a fee for the collection and administration of the sales taxes on behalf of RFTA. The fee varies year by year based on the Department of Revenue's annual cost recovery calculation. Except as provided by the Sales and Use Tax Act, the provisions of article 26 of title 39, Colorado Revised Statutes, govern the collection, administration and enforcement of the RFTA sales tax.

Any person engaged in the business of selling at retail must obtain a two year license therefor from the Executive Director. The license shall be in force and effect until December 31 of the year following that in which it is issued, unless sooner revoked.

Each individual vendor in the county is liable for the amount of tax due on all taxable sales made by him. Before the twentieth day of each month, the vendor, if reporting monthly, must make a return and remit the amount due for the preceding calendar month to the Executive Director. Some small businesses are permitted to remit sales tax collections quarterly. The Executive Director may extend the time for making a return and paying the taxes due. The vendor is entitled to withhold an amount equal to 3 1/3% of the total amount to be remitted to the Executive Director each month in order to cover his expenses. If any vendor is delinquent in remitting the tax, other than in unusual circumstances shown to the satisfaction of the Executive Director, the vendor will not be allowed to retain any amounts to cover his expenses.

The Executive Director is required to furnish RFTA a monthly listing of all returns filed by retailers in the areas subject to the RFTA Sales and Use Tax. RFTA must notify the Executive Director within 180 days of any retailers omitted from the listing or thereafter will be precluded from making any further claims based upon such omission. RFTA receives sales taxes so collected in the form of monthly distributions made to RFTA by the Executive Director. Sales taxes generally are distributed by the Executive Director two months after being collected by the retailer.

Manner of Collection of Use Tax

The use tax on motor or other vehicles on which registration is required which are purchased at retail are collected by the authorized agent of the Department of Revenue in the county in which such transaction occurs. No registration is made of any motor or other vehicle for which registration is required and no certificate of title issued for such vehicle by the Department of Revenue until any sales tax or use tax due has been paid. The use tax on construction and building materials will be collected by the Executive Director of the Colorado Department of Revenue. Tax on the retail purchase of the price of said materials used or consumed within the boundaries of RFTA must be paid upon the use or consumption of the materials within the boundaries of RFTA. The Department of Revenue charges a fee for the collection and administration of the use taxes on behalf of RFTA. The fee varies year by year based on the Department of Revenue's annual cost recovery calculation.

Remedies for Delinquent Sales Taxes

Failure by a retailer to pay the appropriate sales taxes collected is punishable pursuant to state law. A statutorily prescribed rate of interest is due on deficiencies from the first date prescribed for payment. Further, if any part of the deficiency is due to negligence or intentional disregard of the regulations with knowledge thereof, but without intent to defraud, 10% of the total amount of the deficiency, plus interest, will be added to the amount due. If the deficiency is due to fraud with intent to evade the tax, 100% of the total amount of the deficiency will be added to the amount due, with an additional 3% per month added from the date the return was due until paid. In both instances, the additional amount and interest become due and payable 10 days after written notice and demand by the Executive Director.

Pursuant to Section 39 26 117, Colorado Revised Statutes, the sales tax imposed constitutes a first and prior lien upon the goods and business fixtures of or used by any retailer under lease, title retaining contract or other contract arrangement, except for the stock of goods sold or for sale in the ordinary course of business. Such lien takes precedence over other liens or claims of whatsoever kind or nature. Exempted from the lien are identifiable real or personal property leased to a retailer if the lessee has no right to become the owner thereof, and properly registered motor vehicles to the extent an interest is not credited to the lessee.

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

A statutory limitation provides that no action to collect use taxes due may be commenced more than three years after the date on which the tax was payable. However, in the case of a false or fraudulent return with intent to evade the tax, collection proceedings may begin at any time.

Provisions Applicable to Both the Sales and Use Tax

Any vendor receiving a deficiency notice regarding the payment of sales taxes or use taxes to RFTA has the right to request the Executive Director to conduct a hearing on the deficiency, and may

thereafter appeal the decision to the district court. Violations also are subject to prosecution and punishment by the State for the violation of State law.

Customers may submit a claim to the State Department of Revenue for a refund of any sales or use taxes collected on a transaction that is exempt from taxation, provided that such claim is made within 60 days of the sale or transaction. Refunds generally are the result of the collection by the vendor of sales and use tax on sales to or transactions with charitable organizations that did not present the requisite documentation at the time of the sale or transaction. Refunds of RFTA Sales and Use Taxes are netted by the State against the next month's sales and use tax distribution to RFTA.

Sales and Use Tax Data

Generally. A significant portion of the total RFTA Sales and Use Tax pledged to the payment of the Bonds and, with respect to some jurisdictions, the entire amount of RFTA Sales and Use Tax presently imposed in such areas, was imposed after approval thereof by eligible electors of RFTA at an election held on November 4, 2008. See "—*Sales Tax Rates*" below. RFTA also receives a portion of revenues from Pitkin County's transportation sales tax, net of debt service due on certain outstanding revenue bonds issued by Pitkin County, and a portion of revenues from Eagle County's transportation sales tax (but only to the extent collected in the Town of Basalt and unincorporated Eagle County election precincts 7, 8, 24 and 25 in the southwestern corner of the county), as more particularly described in "FINANCIAL INFORMATION CONCERNING RFTA—Major Revenue Sources" and "DEBT STRUCTURE—Revenue Obligations." Such revenues do not constitute Pledged Revenues and, as a result, are not shown in the tables under this caption, unless specifically noted.

Sales Tax Rates. The following table sets forth the total sales and use tax rates imposed by RFTA in its various jurisdictions.

TABLE III
Sales Tax Rates

Jurisdiction	Approved at November 7, 2000 Election	Approved at November 7, 2004 Election	Approved at November 4, 2008 Election	Total
Unincorporated Pitkin County [1]	0.0%	0.0%	0.4%	0.4%
Aspen [2]	0.0	0.0	0.4	0.4
Snowmass Village [2]	0.0	0.0	0.4	0.4
Basalt [2]	0.2	0.2	0.4	0.8
Unincorporated Eagle County [2,3]	0.0	0.2	0.4	0.6
Carbondale	0.5	0.2	0.3	1.0
Glenwood Springs	0.4	0.2	0.4	1.0
New Castle	0.0	0.4	0.4	0.8

[1] Does not include Pitkin County Transportation Sales Taxes, a portion of which representing 0.88865%, net of certain debt service, is payable to RFTA but does not constitute Pledged Revenues pledged to the payment of the Bonds.
[2] Does not include a 0.5% Eagle County Transportation Sales Tax also imposed on transactions in such jurisdictions and payable to RFTA but not constituting Pledged Revenues pledged to the payment of the Bonds.
[3] Imposed only in unincorporated Eagle County within election precincts 7, 8, 24 and 25 in the southwestern corner of the county.

History of RFTA Sales and Use Tax Collections. The following table sets forth RFTA's Sales and Use Tax collections for the past five years. A significant portion of the total RFTA Sales and Use Tax pledged to the payment of the Bonds and, with respect to some jurisdictions, the entire amount of RFTA Sales and Use Tax presently imposed in such areas, was imposed after approval thereof by eligible electors of RFTA at an election held on November 4, 2008.

TABLE IV
Historical Sales and Use Tax Revenue

Year	RFTA Sales Tax	RFTA Use Tax	Net Sales and Use Tax Collections
2014	$ 9,194,179	$ 896,242	$10,090,421
2015	10,046,967	951,977	10,998,944
2016	10,381,547	974,193	11,355,740
2017	10,684,154	1,202,517	11,886,671
2018	11,232,232	1,064,215	12,296,447
2019 [1]	1,105,393	45,332	1,150,725

[1] Sales and use tax collections through March 31, 2019, for the period ended January 31, 2019.
Source: RFTA

Monthly Comparison of Collections of Sales and Use Tax. The following table presents a monthly comparison of the sales and use tax receipts for the twelve-month periods ended January 31, 2019 and January 31, 2018, including certain Eagle County taxes payable to RFTA which do not constitute Pledged Revenues.

TABLE V
Monthly Comparison of Collections of the Sales and Use Tax [1]

	12-Month Period Ended January 31, 2018		12-Month Period Ended January 31, 2019	
Month	**Current Month**	**Year To Date**	**Current Month**	**Year to Date**
February	$ 968,866	$ 968,866	$1,062,270	$ 1,062,270
March	1,084,989	2,053,855	1,157,471	2,219,741
April	1,245,386	3,299,241	904,517	3,124,258
May	703,417	4,002,658	788,818	3,913,076
June	1,035,539	5,038,197	1,084,831	4,997,907
July	1,081,033	6,119,230	1,182,346	6,180,253
August	1,027,591	7,146,821	1,056,072	7,236,325
September	957,764	8,104,585	1,023,492	8,259,817
October	772,520	8,877,105	847,722	9,107,539
November	734,473	9,611,578	789,318	9,896,857
December	1,259,309	10,870,887	1,297,938	11,194,795
January	1,101,652	11,972,539	1,150,725	12,345,520

[1] The Eagle County 0.9% transit tax is received quarterly and has been allocated to the applicable month throughout the year.
Source: RFTA

Top 10 Generators of Sales and Use Tax. The following tables of RFTA's principal Sales and Use Tax generators by category are based on Sales and Use Tax revenue remittances to RFTA for 2018. Because of the confidential nature of the gross sales of the individual entities, the identity of vendors cannot be divulged by state law. The discontinuation or substantial reduction in retail sales in a top sales tax generating category, for whatever reason, could have a material adverse effect on the Sales and Use Tax revenues.

TABLE VI
Ten Largest Categories of Generators of Sales Tax 2018

Category	Sales Tax Receipts	Percent of Total Sales Tax Collections [1]
Retail Trade	$4,794,791	42.69%
Accommodations and Food Services	3,509,624	31.24
Real Estate and Rental & Leasing	489,261	4.36
Manufacturing	332,975	2.96
Other Services (Except Public Administration)	303,997	2.71
Wholesale Trade	242,069	2.15
Information	241,795	2.15
Construction	209,463	1.86
Utilities	205,254	1.83
Professional, Scientific and Technical Services	102,861	0.92
Total	$10,432,090	92.87%

[1] Based on total 2018 sales tax collections received from the Colorado Department of Revenue of $11,232,738.
Source: RFTA

TABLE VII
Ten Largest Categories of Generators of Use Tax 2018

Category	Use Tax Receipts	Percent of Total Use Tax Collections [1]
Retail Trade	$593,103	55.73%
Manufacturing	82,942	7.79
Wholesale Trade	68,524	6.44
Arts, Entertainment, and Recreation	55,581	5.22
Professional, Scientific and Technical Services	48,096	4.52
Construction	41,039	3.86
Accommodation and Food Service	37,565	3.53
Other Services (Except Public Administration)	28,779	2.70
Information	21,417	2.01
Individual Consumer Use Tax	21,054	1.98
Total	$998,100	93.79%

[1] Based on total 2018 use tax collections received from the Colorado Department of Revenue of $1,064,215.
Source: RFTA

As of February 28, 2019, there were approximately 4,100 businesses remitting sales and use taxes to RFTA. Such figure is based on State reports provided with respect to February 2019 collections.

The following table sets forth taxable retail sales figures with respect to the Cities of Aspen and Glenwood Springs (historically, the two RFTA member jurisdictions with the highest taxable retail sales) for the last five calendar years for which such amounts are available, as reported by Aspen and Glenwood Springs in their most recent respective Comprehensive Annual Financial Reports. In 2015 and prior years, the Colorado Department of Revenue provided information on historical taxable retail sales for all

of RFTA's member jurisdictions, but such information is, after 2015, no longer available. The numbers presented by Aspen and Glenwood Springs reproduced below are computed on different bases from the information previously provided by the Department of Revenue and therefore, the following table is not directly comparable with the tables providing the Department of Revenue-sourced information contained in past RFTA Offical Statements. Such data is provided below solely for the purpose of demonstrating retail sales trends in Aspen and Glenwood Springs.

TABLE VIII
Historical Taxable Retail Sales for Aspen and Glenwood Springs

Year	Aspen	Glenwood Springs
2013	$566,889,555	$393,199,355
2014	623,967,439	422,670,785
2015	666,049,387	455,193,872
2016	657,834,235	474,487,618
2017	730,414,353	466,081,550

Source: Comprehensive Annual Financial Reports of the Cities of Aspen and Glenwood Springs for the year ended December 31, 2017

THE AUTHORITY (RFTA)

General

RFTA is a public body politic and corporate and a political subdivision of the State, organized and existing with all the powers, duties and privileges permitted by the Regional Transportation Authority Law. RFTA is responsible for developing, maintaining and operating a mass transportation system (the "System") for the benefit of the inhabitants in its service area. RFTA is under the direction of the Chief Executive Officer (the "Chief Executive Officer"). RFTA now includes the communities of the Cities of Aspen and Glenwood Springs, the Towns of Basalt, Carbondale, Snowmass Village, and New Castle (which joined RFTA in November 2004), Pitkin County and a portion of Eagle County. RFTA provides a variety of intra-city and inter-city transit services in the Colorado State Highway 82 corridor within and between its constituent communities. Additionally, RFTA provides inter-city transit services in the Interstate 70 corridor serving the City of Rifle, the Town of Silt, the Town of New Castle and the City of Glenwood Springs. Neither the City of Rifle nor the Town of Silt is a member of RFTA and RFTA does not impose the Sales and Use Tax in such communities. Garfield County is not a member of RFTA either; however, it does contribute approximately $760,000 annually to RFTA to help support inter-city transit services in the Interstate 70 corridor.

RFTA was formed in November 2000 to take over and expand regional transit service in the Roaring Fork Valley between the City of Glenwood Springs and the City of Aspen, and a portion of Colorado River Valley along Interstate 70 in and west of Glenwood Springs to the City of Rifle. RFTA was created in November 2000 by the voters in seven jurisdictions (the Cities of Aspen and Glenwood Springs, the Towns of Basalt, Carbondale and Snowmass Village, Pitkin County and Eagle County), and pursuant to an intergovernmental agreement among such seven jurisdictions dated as of September 12, 2000 (as subsequently amended, the "Organizing IGA"). RFTA began non-transit operations on

January 1, 2001 and assumed transit operations from its predecessor, the Roaring Fork Transit Agency (the "Agency'), in 2002. The Agency was formed by the City of Aspen and Pitkin County by means of an Intergovernmental Agreement at the end of 1983 to provide bus services within the Roaring Fork River Valley. In 2002, the assets, excluding real property, and liabilities of the Agency were transferred to RFTA by Pitkin County and Aspen and the Agency was dissolved.

In 1996, the approximately 34-mile portion of the Aspen branch of the Denver and Rio Grande Western Railroad between Glenwood Springs and Woody Creek Junction (outside of Aspen) known as the "Rio Grande Rail Corridor," became available for purchase as the result of the merger of the Southern Pacific and Union Pacific Railroads. RFRHA, formed in 1993 for the purpose of pursuing the acquisition of this rail line, acquired the line in June 1997. In November 2001, RFRHA transferred to RFTA its rights in and to the corridor. See "THE SYSTEM—Facilities and Transportation Vehicles—*Rio Grande Rail Corridor*."

The municipalities that RFTA serves have a combined estimated population of approximately 56,000 in 2017 (most recent statistics available). Additionally, several thousand residents of the unincorporated areas of Pitkin, Eagle and Garfield Counties, and many thousands of visitors, have convenient access to RFTA transit services.

Powers

As described under "THE SALES AND USE TAX," RFTA has the power to impose the Sales and Use Tax and has the power to impose a uniform mill levy (see "THE SYSTEM—Capital Improvements Plan—*Regional Transportation Improvement Plan*"). RFTA also has the power to increase or decrease the fares for services and facilities provided by RFTA; sue and be sued; purchase, trade, maintain and dispose of its real property and personal property; accept grants and loans from the Federal Government; and establish, maintain and operate a mass transportation system and all the necessary facilities relating to such system.

Because RFTA is an entity created by statute, its powers are susceptible to changes in statute. In accordance with the Regional Transportation Authority Law, RFTA is also subject to the provisions of the Organizing IGA, which is subject to amendment by a resolution of the Board (provided that certain amendments thereto also require consent of the affected member jurisdiction). The Organizing IGA generally provides for the governance of RFTA by a Board (described below) and the appointment of officers of RFTA. The Organizing IGA sets forth transportation services to be provided by RFTA and the various funding sources to be established to provide such services (including, but not limited to, the establishment of the Sales and Use Tax and the payment of certain Pitkin County and Eagle County sales and use taxes to RFTA as described elsewhere herein). The Organizing IGA also provides for the reorganization of the Agency and RFTA as described above under "—General." Pursuant to the Organizing IGA, members are not permitted to withdraw from RFTA. Additional members may join RFTA upon adoption of a resolution of the Board to such effect, approval of the eligible electors of the proposed new member, execution of an addendum to the Organizing IGA, and satisfaction of any other conditions established by the Board with respect thereto. The Organizing IGA may be terminated upon agreement of all members of RFTA, provided that the Organizing IGA may not be terminated while any bonds of RFTA are outstanding. Upon termination of the Organizing IGA, and after payment of all bonds and other obligations of RFTA, the net assets of RFTA are to be distributed to the parties who are members at such time in proportion to, generally, the cash and value of property and services contributed to RFTA and the amount of RFTA taxes or other charges (other than fares) paid by residents of each member.

Board of Directors

The Board of Directors of RFTA (the "Board") is composed of one elected official (and one alternate) from the local governments of Aspen, Snowmass Village, Basalt, Carbondale, Glenwood Springs, New Castle, Eagle County and Pitkin County. A quorum of the Board requires representatives from six of the eight member jurisdictions to be present for the meeting.

The Board has the authority to exercise all the powers, privileges and duties vested in or imposed upon RFTA, including the power to delegate any of the powers of the Board to any of the officers or agents of the Board, with certain specified exceptions set forth in the Act. In accordance with the Organizing IGA, passage of resolutions of the Board requires the affirmative vote of two-thirds of the directors eligible to vote thereon, and further requires the affirmative vote of at least two less than the total number of members. As a result, most actions of the Board presently require the affirmative vote of six members of the Board. The present directors and their positions on the Board are as follows.

TABLE IX
Board of Directors

Member	Office	Office	Principal Occupation	Years of Service
Art Riddile	Chair	Town of New Castle	Sales Representative	3
Markey Butler	Vice-Chair	Town of Snowmass Village	Executive Director	7
George Newman	Member	Pitkin County	Sales Representative	11
Jacque R. Whitsitt	Member	Town of Basalt	Mayor	12
Jeanne McQueeney	Member	Eagle County	County Commissioner	5
Dan Richardson	Member	Town of Carbondale	Senior Consultant	3
Ann Mullins	Member	City of Aspen	Landscape Architect	5
Jonathan Godes	Member	City of Glenwood Springs	Real Estate Investor	1/2

Administration and Management

While the Board exercises the legislative power of RFTA, other officials oversee the daily operation of RFTA. The following is a list of the current administrative and management personnel most involved in the management of RFTA, and their background and experience.

Chief Executive Officer. Dan Blankenship has approximately 37 years of transit management experience. He has served as the Chief Executive Officer of RFTA since its inception in January 2001. Prior to that, Mr. Blankenship was the General Manager of the Agency, RFTA's predecessor, from September 1989 through December 2000. Mr. Blankenship also served as the General Manager of Waukesha Metro Transit in Waukesha, Wisconsin from April 1987 through July 1989. His previous transit experience includes managing the City of Durango's public transit system from July 1981 through April 1985. He served as the President of the Board of Directors of the Colorado Association of Transit Agencies ("CASTA") in 2009, and received CASTA's Administrator of the Year Award in 2011.

Mr. Blankenship serves under a three year employment contract commencing January 1, 2019 and terminating December 31, 2021. The contract provides for two additional one-year renewal options.

Chief Operating Officer. Kurt Ravenschlag has served as the Chief Operating Officer of RFTA since January 2018. Prior to his role at RFTA, Mr. Ravenschlag served as the General Manager of Transfort, the public transportation provider for the City of Fort Collins, Colorado and its surrounding areas. During that time Mr. Ravenschlag played an integral role in the planning, development and implementation of the MAX BRT system in Fort Collins including the development of the community's

overall strategic transit plan. He has worked both publicly and privately in the transit industry for over 17 years planning, implementing and managing transit systems. Prior to Kurt's work in transportation he was a Sergeant in the United States Marine Corps and he holds his Master's Degree in Urban and Regional Planning from the University of Colorado.

Chief Financial and Administrative Officer. Michael Yang has served as Chief Financial and Administrative Officer of RFTA since November 2016. Mr. Yang previously served as the Director of Finance from August 2011 through November 2016, Interim Director of Finance from May 2011 through August 2011, for RFTA from May through August 2011, and as the Assistant Director of Finance for RFTA from January 2009 through May 2011. Mr. Yang is responsible for overseeing RFTA's financial planning, financial reporting, annual budget, procurement, and internal services. Prior to his transit experience, Mr. Yang worked in the public accounting industry in both taxation and audit services from September 1999 through February 2006 with three years as a Senior Associate at PricewaterhouseCoopers, LLP and nearly four years as a Senior Accountant with a boutique CPA firm in Chicago. From February 2006 through December 2008, Mr. Yang served as Controller for his family's enterprise. Mr. Yang has maintained his certified public accountant license since 2002 and its currently active in the State. He graduated from the University of Illinois at Urbana-Champaign with a B.S. in Accountancy in 1999. Mr. Yang is a member of the National and Colorado Government Finance Officers Association and Leadership American Public Transportation Association.

Director of Properties & Trails and BRT Projects Manager. Michael Hermes has served as the Director of Properties & Trails for RFTA since May 2001. In his capacity as Director, Mr. Hermes has been responsible for overseeing the management of an annual $2.5 million dollar budget for the operating and capital expenses involved in maintaining all RFTA facilities and employee housing complexes. He also has administered a $7 million dollar budget used to construct, maintain and manage the Rio Grande Trail; a 33-mile long rail banked transportation corridor. Additionally, Mr. Hermes oversees several facility and trail managers, employees and professional consultants, and works closely with the staffs of the eight jurisdictions that make up the members of RFTA. Mr. Hermes served as the Project Manager for the $46.2 million VelociRFTA BRT project, which was the nation's first rural BRT system implemented in September 2013, and was responsible for planning, organizing, and scheduling of all project elements and for managing consultants, engineers, contractors working on the project. In his capacity as BRT Project Manager, he reported to the Chief Executive Officer and Board, and he coordinates closely with the Colorado Department of Transportation ("CDOT") and the Federal Transit Administration ("FTA").

Mr. Hermes graduated from Colorado State University in 1988 with a degree in Finance and Real Estate. Since coming to RFTA, Mr. Hermes has also earned the Real Property Administrator designation from the Building Owners & Managers Institute International.

Director of Maintenance. Kenny Osier was hired by the City of Aspen Transportation Department as a bus mechanic in April 1981. In 1985, after the formation of the Agency, he was promoted to a mechanic supervisor. In November 1986, Mr. Osier was promoted to his current position as the Director of Maintenance. In addition to overseeing the maintenance and repair of RFTA's fleet, he is responsible for the procurement of all transit vehicles for RFTA. He also assists individual communities with their transit vehicle procurements when requested.

Mr. Osier has worked on special projects including the purchase of a small natural gas shuttle bus, lightweight carbon fiber Transit Vehicles, and 13 diesel hybrid transit vehicles. Mr. Osier works very closely with bus manufacturers developing cost effective bus designs that not only meet the specific needs of RFTA, but take into account the concerns of the manufacturers. This flexibility allows for a higher quality transit bus to be built at a lower cost.

Other projects he has worked on include the development of a ski and snowboard rack system and high-capacity bicycle racks that are used on Transit Vehicles. He also has developed a parking brake alarm system to prevent buses from rolling away, a door malocclusion alarm system, wheel spray skirts to keep magnesium chloride from obscuring mirrors and windows on buses, and driver-activated retarder control systems. Mr. Osier and his staff developed the "Bike Express," a low-floor bus that can be converted from a 39-passenger bus during cycling season into a bus that carries 12 bikes inside, four bikes outside, and 17 seated passengers.

Currently Mr. Osier is working in cooperation with the CDOT Rail and Transit Unit and Denver RTD to develop a pilot Enterprise Asset Management/State of Good Repair program (the "EAM/SGR Program"). The EAM/SGR Program is planned to include up to seven additional small transit and paratransit systems in Colorado. If successful, the EAM/SGR Program would be used to implement a state-wide program. In conjunction with the EAM/SGR Program, Mr. Osier is working with the Southern California Transit Training Consortium to develop a cost-effective on-line Rural Maintenance Training Program that will be offered to rural transit operators and private shops performing maintenance, to help them ensure compliance with the EAM/SGR Program.

Employee and Labor Relations

RFTA employs approximately 344 persons, including 271 full time, 22 part time and 51 seasonal employees. In December 2015, RFTA entered into a members of Amalgamated Transit Union (ATU) Local 1774, who represent full-time bus operators, effective January 1, 2016 through December 31, 2018. In June 2018, RFTA negotiated a new three-year collective bargaining agreement, effective January 1, 2019 through December 31, 2021. [RFTA generally considers its employee relations to be satisfactory.]

THE SYSTEM

Fleet Composition

RFTA currently has 101 fixed route transit buses in its fleet. Of these, 98 are used in active service and three are included in the contingency fleet. Additionally, RFTA has 22 paratransit vehicles, of which 16 are in active service, three are included in the contingency fleet, and three are pending disposal. The RFTA heavy-duty transit vehicle fleet includes 37-, 40-, and 45-foot transit coaches, and 60-foot articulated transit vehicles.

Facilities and Transportation Vehicles

Vehicles. RFTA Officials believe RFTA does an excellent job of maintaining its vehicles. The standard useful life of a transit vehicle according to FTA regulations is 12 years or 600,000 miles. RFTA has 24 vehicles in its fleet that are 14 years of age, with approximately 715,000 miles each. RFTA's preventive maintenance program for vehicles meets or exceeds manufacturer specifications.

Facilities. RFTA maintains several maintenance and transit facilities as discussed below.

Glenwood Maintenance Facility. RFTA completed construction on the Glenwood Maintenance Facility ("GMF") in December 2001. RFTA traded land that it owned on the rail corridor property to the City of Glenwood Springs in exchange for the City of Glenwood Springs giving RFTA a portion of the land upon which the Glenwood Maintenance Operations Center was constructed. Originally, the facility, which is situated on approximately four acres and designed to maintain 40 – 50 vehicles, cost $4.2 and was paid for with bonds issued on its behalf by Pitkin County. In 2010, RFTA undertook a $4.8 million project to substantially improve its foundation, due to a subsidence created by the unstable hydro-

compactive soils upon which it was constructed. In 2013, RFTA invested approximately $5.4 million of bond proceeds to construct a compressed natural gas fueling station and make safety modifications to the existing GMF to support the VelociRFTA BRT system. Currently, RFTA is staging more buses and housing more staff than the GMF was designed to support. In order to maintain and expand bus service in the future, RFTA has plans to renovate and expand the GMF with an estimated cost of $30 million as part of the "Destination 2040 Plan." The objective of the plans is to provide storage for 60 – 70 vehicles, increased work space for operations and vehicle maintenance personnel, and increased office space for administrative staff.

Carbondale Maintenance Facility. Pitkin County issued bonds on behalf of the Agency, the predecessor of RFTA, to finance the CMF. RFTA and the Agency have utilized and maintained the Carbondale Maintenance Facility ("CMF"), since 1995. In 2010, Pitkin County refinanced the debt on this facility. When the debt is retired in 2040, RFTA will hold approximately two thirds interest in the CMF. The CMF, situated on approximately four acres, cost approximately $990,000, including equipment, lighting and landscaping improvements. A number of improvements have been made to the CMF since its purchase; however, it is still in need of upgrades. Approximately 15 transit vehicles are parked at the CMF during the spring and fall, and it also houses 15 administrative employees. As part of the Destination 2040 Plan, RFTA is evaluating whether, in the future, the CMF property could accommodate new administrative offices and/or employee housing. See "DEBT STRUCTURE—Revenue Obligations—*Pitkin Sales Tax Revenue Bonds*."

Rubey Park. Originally built in 1988, Rubey Park serves as a portal into and out of Aspen for millions of people each year. In 2015, RFTA oversaw the $8 million renovation project of the facility, which incorporates the former structure and expands its program to include enlarged waiting areas, improvements to the public amenities (restrooms, benches, and bike storage), adds new staff lounge, office and ticket booth, and increased bus capacity with significant landscape and civil engineering improvements. The renovation project was completed in August of 2016 and was funded with $3 million of federal and state assistance and $5 million of local funds from the City of Aspen, Town of Snowmass Village, Pitkin County and RFTA. Each year, Aspen and RFTA develop a repair and maintenance budget for the Rubey Park facility and the cost of building maintenance and repairs is shared equally by the City of Aspen and RFTA.

Aspen Bus Maintenance Facility. The Aspen Bus Maintenance Facility ("AMF") is utilized by RFTA and is owned by Pitkin County and the City. The AMF was completed in 1984 and has been operated by the Agency and RFTA since it was built and is currently under lease from Pitkin County. This AMF, situated on approximately seven acres, was initially designed to maintain and store approximately 40 vehicles but has serviced nearly twice that number since 1994, when the Agency undertook a major service expansion at the request of Aspen, Pitkin County, and Snowmass Village. Construction of the GMF has reduced the demand on the AMF. In 2013, RFTA undertook a multi-phased $15 million re-commissioning project for significant upgrades and refurbishment of the facility. This AMF Project included rehabilitation of maintenance, covered storage and maintenance work space and remodeling/expanding current restroom facilities and common areas, and consistent re-commissioning activities such as improvements and expansion, re-configuring of traffic circulation, and drainage improvements. The first two phases were funded with a $6.3 million State of Good Repair grant awarded to RFTA by the FTA and approximately $2.5 million in proceeds from sales tax revenue bonds issued by Pitkin County. The third phase was funded with a $4.8 million State of Good Repair grant with a $1.2 million local match. As part of the Destination 2040 Plan, RFTA has plans to continue to make further improvements to the AMF with an estimated cost of over $10 million using a phased-approach. Such improvements include the replacement of the underground fuel tanks, the renovation of existing office space, restrooms and other amenities, the construction of additional office space, and the expansion of storage space. Included in the Destination 2040 Plan are multi-phased improvements to the AMF,

including the replacement of the underground fuel tanks, expansion of the storage space and amenities for vehicle and facilities maintenance, renovation of existing office space and construction of additional office space and amenities.

Bus Stops. RFTA is responsible for maintaining approximately 200 bus stops and 11 park and ride facilities throughout the region. Many of these were constructed by RFTA or CDOT and are in relatively good condition. Some are in need of shelters and other amenities. Over time, the amount of funding required to maintain these facilities will increase. Funding from the RFTA $10 Vehicle Registration Fee is available for this purpose. As part of the VelociRFTA BRT implementation in September of 2013, RFTA constructed eight enhanced bus stations from Glenwood Springs to Aspen with customer amenities, such as ticket vending machines, real-time bus arrival signage, covered bike storage, and bathrooms at certain locations. Part of the Destination 2040 Plan are improvements to highly utilized regional bus stops along Highway 82.

Employee Housing. RFTA owns or leases a total of 38 apartment units in its service area. RFTA rents such units to its employees at market or below-market rates, and uses such rental payments to defray a portion of RFTA's costs related to such facilities. RFTA offers affordable employee housing to support its efforts to recruit employees from outside the region, and to manage labor costs. Part of the Destination 2040 Plan includes replacing the existing housing owned in Carbondale with new construction.

Rio Grande Rail Corridor. In November 2001, RFTA assumed all rights, privileges, assets, liabilities and obligations of RFRHA, an entity formed for the purpose of pursuing the acquisition of the 34 mile long Rio Grande rail corridor (the "Rio Grande Rail Corridor") situated between Glenwood Springs and Aspen near Woody Creek. In 2003, the RFTA Board established a goal of completing, in cooperation with Pitkin County, the construction of a pedestrian and cycling trail in the 34-mile Rio Grande Rail Corridor, between Glenwood Springs and Woody Creek, located in Pitkin County. In 2004, Pitkin County completed approximately half of the trail between Woody Creek and Glenwood Springs, and, using proceeds from sales and use tax bonds, grants and contributions, RFTA completed the remainder of the trail in July 2008, two years ahead of schedule. The trail is a popular amenity for residents of the region and visitors from around the state, nation, and world.

Park and Ride Lots. RFTA currently maintains 11 park and ride lots owned by CDOT for its passengers throughout the region. RFTA constructed and owns two additional park and ride lots, one in West Glenwood Springs and one in Carbondale, in 2005 and 2007, respectively. In 2013, the Carbondale lot was upgraded during the BRT implementation and two new additional park and ride lots were added on 27th Street in Glenwood Springs and in El Jebel. In 2015, the Carbondale park and ride lot was expanded. In 2016, RFTA expanded the park and ride lot in West Glenwood Springs and constructed a new lot in New Castle. RFTA has approximately 200 bus stops and provided approximately 5.15 million and 5.15 million miles of regular service to and between the stops in years 2017 and 2018, respectively.

Transit Services and Service Contracts

In order to meet the needs of the residents of the region, RFTA provides various types of service as described below. RFTA has transit service contracts with the City of Aspen, the City of Glenwood Springs, and the Aspen Skiing Company.

(a) *Valley Commuter Services*. RFTA operates a year-round commuter bus system along the Highway 82 Corridor serving Aspen, Snowmass Village, Basalt, El Jebel, Carbondale and Glenwood Springs. Service between Aspen, Snowmass Village and El Jebel is available every half hour. Service between Aspen, Snowmass Village, Carbondale and Glenwood Springs

is available every half hour during major portions of the day on weekdays, and all day on weekends during the spring and fall. In addition to cash fares, RFTA offers passengers a variety of discounted multi-ride passes.

(b) *VelociRFTA Bus Rapid Transit (BRT) Services*. The first rural bus rapid transit system in the country provides daily commuter BRT service with limited stops along the Highway 82 Corridor with travel times between Glenwood Springs and Aspen in about an hour and with buses available every 12 minutes or less during peak commuting times.

(c) *Grand Hogback Commuter Services*. RFTA operates the Grand Hogback service in the I-70 corridor from 5:20 a.m. until 8:15 p.m., seven days a week. There are nine eastbound and seven westbound trips each day. This service was implemented in April 2002. Fares are collected from passengers according to a distance-based zone system. In addition to cash fares, RFTA offers passengers a variety of discounted multi-ride passes.

(d) *Service Contracts*.

(i) *Aspen Skiing Company Skier Shuttles*. Public shuttle services connect all four ski mountains with Transit Vehicles running every 15 minutes, or more frequently, between the hours of 8:00 a.m. and 4:45 p.m. from Thanksgiving to mid-April. These services are paid for by the Aspen Skiing Company, are free to the public, and are integrated with City of Aspen and RFTA regional transit services. The Aspen Skiing Company pays RFTA the fully allocated cost of operating this service and a pro-rated share of capital expenses.

(ii) *Ride Glenwood Springs*. RFTA operates two heavy-duty transit vehicles on a route extending from the Roaring Fork Market Place on the south side of Glenwood Springs, through the commercial core, to west Glenwood Springs, terminating at the Glenwood Springs Meadows. A $1 fare is charged to the public for this service. Glenwood Springs pays to RFTA the fully allocated operating cost of this service and is responsible for replacing its own vehicles.

(iii) *City of Aspen*. RFTA operates a variety of services pursuant to a contract with the City of Aspen. The City of Aspen pays RFTA the fully allocated operating cost of these services and is responsible for replacing its own vehicles.

(A) *Fixed Routes*. There are three fixed routes within the City of Aspen, which are: Cemetery Lane, Castle Maroon and Hunter Creek. These routes serve residential neighborhoods adjoining downtown Aspen. These services are paid for by the City of Aspen and are free to the user. These services operate from 6:20 a.m. until 2:00 a.m. during winter and summer and from 7:00 a.m. until midnight during the spring and fall seasons.

(B) *Dial-A-Ride Services*. The East End Dial-A-Ride provides service two times per hour year-round. This service is free to those users who catch the bus along the fixed route. Those who call to be picked up at their door pay $1.00. This service operates from 6:30 a.m. until 1:45 a.m. during winter and summer and from 7:00 a.m. until 7:45 p.m. during the spring and fall seasons.

(C) *Highlands Direct Service*. The Highlands Direct service provides direct service between Rubey Park in downtown Aspen and the Highlands Base Village. This service operates in winter and summer only and is paid for by the City of Aspen and is free to users.

(D) *Galena Street Shuttle*. The Galena Street Shuttle connects Aspen Mountain, on the south side of Aspen, to the Rio Grande parking garage, Post Office, Hunter Creek and the Art Museum on the north side of Aspen. Service typically begins at 8:15 a.m. and ends at 5:00 p.m. daily during winter and summer. This service is free to the public.

(E) *Cross Town Shuttle*. The Cross Town Shuttle connects the West End and East End of Aspen, with half-hour service by a fixed route that travels from the Music Tent via 5th Street and Gillespie to 4th Street, 4th Street to Hallam Street, Hallam Street to Monarch Street, Monarch Street to Durant Avenue, Durant Avenue to Original Street, Original Street to Ute Avenue, and Ute Avenue to the Aspen Club. This service operates in the winter and summer seasons only. The general hours of operation are 8:00 a.m. until 9:00 p.m. during the winter and 7:54 a.m. to 11:00 p.m. during the summer. This service is free to the public.

(F) *Aspen Music Festival Service*. During the summer, scheduled shuttle services are provided for patrons and students of the Aspen Music Festival. Shuttle services to and from the Music School campus, the Music Tent, and Burlingame seasonal housing are provided. This service is free to the public.

(G) *Burlingame/Westside Service*. The Burlingame/Westside service connects downtown Aspen with the Burlingame affordable housing development. The service operates year-round every 30 minutes and begins at 6:35 a.m. and ends at 12:20 a.m. This service is free to the public.

(iv) *Traveler Senior Transportation Program*. Garfield County contracts with RFTA to provide the Traveler Senior Transportation Program, which serves the elderly and persons with disabilities who reside in Carbondale, Glenwood Springs, New Castle, Silt, Rifle, Parachute, and unincorporated portions of Garfield County. Garfield County defrays approximately 50% of the cost of the Traveler, RFTA defrays the allocated operating costs for its member jurisdictions, Carbondale, Glenwood Springs, and New Castle, and the balance of the service costs are paid for by the other participating jurisdictions, passenger donations, and grants. Capital costs for vehicles are derived from a capital reserve fund, contributions from Garfield County and RFTA, and State, Federal and local grants.

(e) *Miscellaneous Services*.

(i) *MAA/Burlingame Service*. This summer shuttle service is funded by the Music Associates of Aspen and provides transportation for music students between Burlingame affordable housing development, the Music School campus on Castle Creek Road, and the Music Tent in the west end of Aspen. No fare is charged for this service.

(ii) *Maroon Bells Bus Tour*. From mid-June to the first weekend October each year, RFTA operates the Maroon Bells Bus Tour (the "Bells Tour"), which is staged from the Aspen Highlands Base Village. The Bells Tour is an award winning narrated tour of the Maroon Creek Valley, which delivers passengers to the Maroon Bells mountain formation and the Maroon Bells/Snowmass wilderness area. RFTA cooperates with the U.S. Forest Service to close the road to other motorized traffic throughout the summer. A fare of $8.00 is charged for this service. Discounts are available for senior citizens and children under the age of 16.

(iii) *The Pitkin County Senior Van*. This service is a vital link to the Senior Nutrition Program, Meals on Wheels program, Information and Referral services, outreach services, doctor appointments, shopping, and social outings. The Senior Van operates from 8:00 a.m. until 5:00 p.m., Mondays, Wednesdays and Fridays and from 8:30 a.m. until 3:30 p.m. on Thursdays. The service is free and primarily serves residents of Aspen, Snowmass Village and unincorporated areas of Pitkin County in the upper Roaring Fork Valley.

(iv) *Americans with Disabilities Act ("ADA") Service*. Federally mandated ADA service is provided to disabled passengers within Aspen, to the airport, and the Maroon Bells. To reserve service, people must call RFTA during normal business hours the day before the service is desired. RFTA will dispatch a lift-equipped vehicle to transport ADA passengers, at no charge, within Aspen and to the airport. The cost for ADA service to the Maroon Bells is twice the normal fare. ADA service is also provided in conjunction with Ride Glenwood bus service and the Traveler Senior Transportation Program.

(f) *Community Charter Service*. RFTA operates a limited amount of charter service.

Provision of all of the above listed services is contingent upon the availability of sufficient revenue to do so. For a wide variety of reasons, revenue can fluctuate from year-to-year necessitating ongoing adjustments in service levels in order to keep the budget in balance.

Capital Improvement Plans

Funding and Individual Capital Projects. Capital improvements budgeted annually by RFTA, to some degree, are contingent upon available local revenue and State and Federal grant funding. As of April 2019, RFTA is managing an estimated $13 million in capital grants that benefit both RFTA and the eight regional member jurisdictions. Recent grant awards include $4.3 million in FTA 5339(c) LoNo and FASTER awards for the RFTA-Aspen Battery Electric Bus (BEB) Pilot Project and an estimated $7 million in consolidated FTA/CDOT funding for bus replacements and maintenance facility improvements. Significant grant awards received in previous fiscal years include: $25.5 million FTA Very Small Starts Grant to catalyze the nation's first rural Bus Rapid Transit (BRT) Project; $6.3 million FTA State of Good Repair grant to implement significant energy efficiency and bus storage upgrades at the RFTA-owned Aspen Maintenance Facility (AMF) and a $2 million Federal Lands Highway grant to renovate the central Rubey Park BRT Station in downtown Aspen.

RFTA's Director of Planning, David Johnson, and his team, have garnered over $70 million in FTA, CDOT and other sources for capital grants since beginning work for RFTA in July 2009. Mr. Johnson coordinates with RFTA department heads to develop an ongoing list of needed capital improvements. Mr. Johnson develops and submits numerous grant applications on RFTA's behalf to the FTA, CDOT, and other entities.

Regional Transportation Improvement Plan. In 2016, RFTA and its member jurisdictions assessed regional transit and transportation needs over the next 20 years through the Integrated Transportation System Plan and Upper Valley Mobility Study. These planning efforts culminated in a 20-year program of projects, consisting of about 36 capital projects and five transit service improvements. This planning process catalyzed a new public-friendly regional improvements package branded as Destination 2040: *Our Future Rides on RFTA*. With targeted polling and survey data, the RFTA Board agreed to refer a 2.65 mill levy property tax and revenue bond increase of up to $74.675 million to regional voters in RFTA's eight member jurisdictions at the November 2018 election in order to fund a financially constrained list of regional projects. RFTA voters approved the ballot issue with an approval margin of 52 to 48 percent. The regional projects are to be funded and secured solely by property tax revenues and proceeds of bonds payable from such property tax revenues. The new property tax revenues and bond proceeds are intended to help RFTA maintain and improve its services, infrastructure and equipment.

Financing for the above needs is anticipated to comprise a mix of pay-go and debt financing. Currently, a majority of the future debt financing is expected to be secured by property tax revenues, although RFTA does maintain the ability to issue certificates of participation and enter into lease purchase agreements for certain assets, among other options. As part of the November 2018 ballot issue authorizing the 2.65 mill levy, voters also authorized RFTA to issue up to $74.675 million of bonds secured by property tax revenues. While RFTA currently does not anticipate issuing bonds secured by property tax and other RFTA revenues in the next two years, it has the ability to do so should the capital improvement program benefit from such issuance. See "DEBT STRUCTURE—Revenue Obligations—Property Tax Revenue Bonds."

While sales tax revenues will be an important source of funding for RFTA going forward, after the issuance of the Series 2019 Bonds, RFTA will not have authorization remaining for the issuance of additional sales tax revenue bonds. The issuance of additional Parity Lien Bonds [first secured by the Pledged Revnues] would require prior voter approval. See "DEBT STRUCTURE—Revenue Obligations."

FINANCIAL INFORMATION CONCERNING RFTA

Accounting Policies

Funds. Financial operations of the Authority are accounted for by RFTA's finance department. The accounts of RFTA are organized on the basis of funds and account groups, each of which is considered a separate accounting entity. Such funds are segregated for the purpose of accounting for the operation of specific activities or attaining certain objectives. The Authority currently maintains six governmental funds in four types: the General Fund, three special revenue funds, a Capital Projects Fund and a Debt Service Fund. The governmental funds consist of: the General Fund, the primary operating fund of the Authority, which accounts for all Authority resources except those required to be accounted for in another fund; the Capital Projects Fund reports for all expenditure activity for a variety of Capital Projects related to transit assets and infrastructure and projects funded through bond proceeds contain expenditures that are certain and specific in accordance with State and Federal tax law as identified by Bond Counsel; and the Debt Service Fund which accounts for debt service and reserve funds for the Series 2009A Bonds, Series 2012A Bonds, the Series 2013B Loan (each such loan defined herein in "DEBT STRUCTURE—Sales Tax Revenue Loans") and all activity related to the required reserves for the bonds and interest earned as required by resolution. The following three special revenue funds are: the Service Contract Special Revenue Fund; the Bus Shelter and Park and Ride Special Revenue Fund and; the Mid Valley Trails Special Revenue Fund.

Annual Audits. In accordance with Title 29, Article 1, Part 6, Colorado Revised Statutes, an annual audit is required to be made of RFTA's financial statements at the end of the Fiscal Year. The audited financial statements must be filed with the Board within six months after the end of the Fiscal Year and with the State auditor 30 days thereafter. RFTA's Fiscal Year 2018 financial statements were audited by McMahan and Associates, L.L.C., Certified Public Accountants and Consultants, Avon, Colorado. Such financial statements are the most current audited financial information available for RFTA. The basic financial statements from RFTA's 2018 financial statements are appended hereto.

Major Revenue Sources

For the year ended December 31, 2018, RFTA received 35% of its revenues from transit operating revenues and service contracts, 51% from sales and use tax revenues, 10% from operating and capital grants and local contributions, and 4% from other sources. The following table summarizes certain historical information relating to RFTA's primary sources of revenue, including transit operating revenues and service contracts, sales and use tax revenues, and capital grants, among others.

TABLE X
Historical Revenue by Source

Year	Sales/Use Tax [1]	Property Tax [2]	Service Contracts [3]	Operating Revenue [4]	Grants	Local Government Contributions	Other Revenue [5]	Interest Income	Total Revenue
2014	$18,785,965	--	$8,872,066	$4,621,900	$ 4,505,909	$2,265,685	$1,607,080	$ 22,529	$40,681,134
2015	20,443,584	--	8,807,423	4,603,950	6,837,053	5,773,939	1,566,618	27,104	48,059,671
2016	21,123,310	--	9,941,082	4,925,190	10,018,518	2,070,309	1,695,507	89,000	49,862,916
2017	22,152,602	--	10,170,691	4,938,890	2,677,802	2,210,257	1,730,957	166,985	44,048,184
2018 [6]	23,124,011	--	10,699,115	5,265,273	2,225,141	2,270,681	1,682,489	332,485	45,599,195
2018 [7]	2,465,765	--	2,364,196	989,100	1,064,468	761,000	171,885	53,415	7,869,829
2019 [8]	2,611,408	$2,908,355	2,623,277	1,025,501	163,554	1,452,399	190,340	80,321	11,055,155

[1] Includes, in addition to the proceeds of sales and use taxes imposed by RFTA, a portion of revenues from Pitkin County's transportation sales tax, and also a portion of revenues from Eagle County's transportation sales tax (but only to the extent collected in the Town of Basalt and unincorporated Eagle County election precincts 7, 8, 24 and 25 in the southwestern corner of the county), as compared to the data provided in Table IV herein, which excludes such Pitkin County and Eagle County taxes. See also "DEBT STRUCTURE—Revenue Obligations." Such revenues not representing proceeds of sales and use taxes imposed by RFTA do not constitute Pledged Revenues but are payable to RFTA in accordance with the Organizing IGA.

[2] At the November 2018 general election, eligible voters approved the "Destination 2040 Plan" This property tax revenue is intended to help RFTA maintain and improve its services, infrastructure and equipment. See "THE SYSTEM—Capital Improvement Plans—*Regional Transportation Improvement Plan*" and "DEBT STRUCTURE—Revenue Obligations—Property Tax Revenue Bonds."

[3] Service contract revenues are fees paid for additional public transit services provided within a limited area, such as a city limit. The fee is calculated based on actual hours and miles to provide the service and charges on an additional amount representing a portion of the related capital expenditures.

[4] Operating revenue is comprised primarily of fare revenue generated primarily from regional services only, between cities and towns.

[5] Other revenues is comprised of employee housing rental revenue, fees and miscellaneous income.

[6] Preliminary Audited 2018 year end.

[7] Unaudited figures through March 31, 2018.

[8] Unaudited figures through March 31, 2019.

Source: RFTA

Operating Revenue and Service Contracts. A major revenue source for RFTA is received through ridership and fare revenues and service contracts. However, only the Pledged Revenues secure the payment of the Bonds. See "—Transit Services and Service Contracts," above and "—Fare Structure," below.

Fare Structure. Passenger fare revenues are derived from fares charged to the users of the system. Fares may be paid in exact change, by punch passes, by adult valley monthly passes, by zone passes, or by youth valley monthly passes. The monthly passes are valid for unlimited rides during a calendar month. The zone passes are valid for unlimited rides within a specific zone. There are 10 zones, each serving different areas. RFTA may adjust fares on the system without the approval or consent of

any other body or entity. As a recipient of federal grants, RFTA is obligated to consider comments arising from a public involvement process prior to implementing any fare increases. Given the magnitude of fare increases implemented in 2009, RFTA has not increased fares, but is currently evaluating targeted fare increases for future implementation. *Such passenger fare revenues are not pledged to the payment of the Series 2019 Bonds or any Parity Lien Bonds*.

The following table sets forth RFTA fares which became effective for the 2019 summer season.

TABLE XI

RFTA Fare Structure

Type of Pass	Usage
Zone 1: Aspen Village to Aspen	
Cash	Round trip/$4.00 per day
Stored Value Card—Adult Fare	Round trip/$2.96 per day
30-Day Zone Pass	Unlimited usage for 30 days within zone/$62.00
Seasonal Zone Pass (Non chamber price)	Unlimited usage within zone/$400.00
Seasonal Zone Pass (Chamber price)	Unlimited usage within zone/$380.00
Zone 2-5: Basalt Snowmass/Aspen	
Cash	Round trip/$8.00 per day
Stored Value Card—Adult Fare	Round trip/$5.92 per day
30-Day Zone Pass	Unlimited usage for 30 days within zone/$120.00
Seasonal Zone Pass (Non chamber price)	Unlimited usage within zone/$734.00
Seasonal Zone Pass (Chamber price)	Unlimited usage within zone/$697.30
Youth Valley Monthly Pass	Unlimited usage for calendar month/$89.00
Zone 6: El Jebel Blue Lake/Aspen	
Cash	Round trip/$10.00 per day
Stored Value Card—Adult Fare	Round trip/$7.40
30-Day Zone Pass	Unlimited usage for 30 days within zone/$150.00
Seasonal Zone Pass (Non chamber price)	Unlimited usage within zone/$774.00
Seasonal Zone Pass (Chamber price)	Unlimited usage within zone/$735.30
Youth Valley Monthly Pass	Unlimited usage for calendar month/$89.00
Zone 7: Carbondale/Aspen	
Cash	Round trip/$12.00 per day
Stored Value Card—Adult Fare	Round trip/$8.88 per day
30-Day Zone Pass	Unlimited usage for 30 days within zone/$163.00
Seasonal Zone Pass (Non chamber price)	Unlimited usage within zone/$793.00
Seasonal Zone Pass (Chamber price)	Unlimited usage within zone/$753.35
Youth Valley Monthly Pass	Unlimited usage for calendar month/$89.00
Zone 8: Glenwood Springs/Aspen	
Cash	Round trip/$14.00 per day
Stored Value Card—Adult Fare	Round trip/$10.36 per day
30-Day Zone Pass	Unlimited usage for 30 days within zone/$163.00
Seasonal Zone Pass (Non chamber price)	Unlimited usage within zone/$801.00
Seasonal Zone Pass (Chamber price)	Unlimited usage within zone/$760.95
Youth Valley Monthly Pass	Unlimited usage for calendar month/$89.00
Zone 9: New Castle/Aspen	
Cash	Round trip/$16.00 per day
Stored Value Card—Adult Fare	Round trip/$11.84 per day
30-Day Zone Pass	Unlimited usage for 30 days within zone/$163.00
Seasonal Zone Pass (Non chamber price)	Unlimited usage within zone/$821.00
Seasonal Zone Pass (Chamber price)	Unlimited usage within zone/$779.95
Youth Valley Monthly Pass	Unlimited usage for calendar month/$89.00
Zone 10: New Castle/Glenwood Springs	
Cash	Round trip/$6.00 per day
Stored Value Card—Adult Fare	Round trip/$4.44 per day
30-Day Zone Pass	Unlimited usage for 30 days within zone/$98.00
Youth Hogback Pass	Unlimited usage for calendar month/$64.00
Zone 11: Silt/Glenwood Springs	
Cash	Round trip/$8.00 per day
Stored Value Card—Adult Fare	Round trip/$5.92 per day
30-Day Zone Pass	Unlimited usage for 30 days within zone/$98.00
Youth Hogback Pass	Unlimited usage for calendar month/$64.00
Zone 12: Rifle/Glenwood Springs	
Cash	Round trip/$10.00 per day
Stored Value Card—Adult Fare	Round trip/$7.40 per day
30-Day Zone Pass	Unlimited usage for 30 days within zone/$98.00
Youth Hogback Pass	Unlimited usage for calendar month/$64.00

Source: RFTA

The following table sets forth a history of annual ridership and fare revenues received, which includes revenue received from the various passes offered and rider fares received.

TABLE XII
Annual Ridership and Fare Revenue [1]

Year	Total Boardings	Revenue Boardings	Fare Revenue	Fare Revenue Percent Change
2014	4,729,996	$1,977,995	$4,499,477	--
2015	4,788,574	1,940,014	4,482,358	0.38%
2016	5,065,569	1,842,488	4,810,458	7.32
2017	5,518,347 [1]	1,952,252	4,853,174	0.89
2018	5,159,115	1,961,129	5,157,553	6.27
2018 [2]	1,784,043	498,195	989,100	--
2019 [3]	1,259,157	355,385	1,025,501	--

[1] Approximately 350,000 of these passengers were due to associated transit services provided by RFTA to help mitigate traffic congestion connected with construction of the new Grand Avenue Bridge in Glenwood Springs.
[2] Information through March 2018.
[3] Information through March 2019.
Source: RFTA

Federal, State and Local Grants and Contributions. RFTA also receives revenue from grants from the FTA and the State, and other contributions from local governments. These grants are reserved for capital, planning, technical assistance or operating assistance projects. The following table sets forth the federal, state and local grant and contribution receipts from 2014 to 2018 and unaudited, year to date 2019 figures.

TABLE XIII
RFTA Federal, State and Local Grants and Contribution Receipts [1]

Year	Federal & State Operating Assistance	Federal & State Capital Grants	Other	Total [2]
2014	$ 985,000	$3,490,909	$2,262,941	$ 6,738,850
2015	1,114,550	5,692,502	5,773,939	12,580,991
2016	1,214,550	8,773,969	2,070,309	12,058,828
2017	1,214,550	1,255,823	1,850,257	4,320,630
2018 [3]	1,214,370	974,546	1,735,956	3,924,872
2018 [4]	170,422	894,046	--	1,064,468
2019 [5]	163,554	--	--	163,554

[1] Such figures represent FTA grant money received by RFTA and CDOT grant money received by RFTA. For historical totals of capital grants RFTA has received, including FTA and CDOT grants, see "TABLE X—Historical Revenue by Source."
[2] Does not include trail grants.
[3] Year end 2018 preliminary audited.
[4] Unaudited amounts through March 2018.
[5] Unaudited amounts through March 2019.
Source: RFTA

Other Revenue. RFTA receives revenue from various other sources including local projects, registration fees and other operating revenues.

Historical and Budgeted General Fund Financial Information

The following tables set forth a Statement of Revenues, Expenditures and Changes in Fund Balances for the General Fund for the last five years. Prospective investors who wish to review such financial statements in their entirety may request copies as described in "INTRODUCTION—Additional Information

TABLE XIV
History of General Fund Revenues, Expenditures and Changes in Fund Balance

	2014	2015	2016	2017	2018 [4]
Revenues					
Sales And Use Taxes	$18,744,360	$20,398,401	$21,074,477	$22,100,373	$23,067,346
Operating Revenue	4,496,762	4,485,072	4,810,458	4,853,175	5,156,184
Capital Grant Revenue	561,409	4,572,513	3,245,771	1,377,429	980,771
Operating Grant Revenue	985,000	1,114,550	1,214,550	1,214,550	1,214,370
Local Government Capital Contributions	1,003,785	4,442,281	706,151	211,342	534,725
Local Government Operating Contributions	1,261,900	1,331,658	1,364,158	1,638,915	1,735,956
Other Income	466,194	424,214	550,849	586,779	545,921
Investment Income	15,239	15,586	58,109	128,447	262,530
Total Revenues	27,534,649	36,784,275	33,024,523	32,111,010	33,497,803
Expenditures					
Transit Fuel	1,896,928	1,713,824	1,347,103	1,188,599	1,095,449
Transit Operations	7,447,057	8,022,698	8,380,817	8,702,855	9,065,210
Transit Maintenance	3,753,521	4,379,461	4,287,850	4,232,582	4,745,087
Administration	3,861,924	4,354,183	4,407,981	4,780,807	5,238,038
Facilities	1,632,390	1,787,215	1,598,512	1,960,552	2,210,857
Trails/Corridor Management	437,860	444,444	430,372	489,121	469,039
Capital Outlay	2,170,345	12,003,235	10,553,211	4,615,633	4,562,517
Debt Service [1]:					
Principal	1,660,531	1,739,475	1,768,117	1,312,722	937,896
Interest	615,549	599,934	575,547	587,367	555,039
Cost of Issuance	--	--	--	--	--
Total Expenditures	23,476,105	35,044,469	33,349,510	27,870,238	28,879,132
Excess of Revenues Over (Under) Expenditures	4,058,544	1,739,806	(324,987)	4,240,772	4,618,671
Other Financing Sources (Uses)					
Transfers to Other Funds	(2,486,479)	(2,543,493)	(2,610,249)	(3,006,234)	(2,626,144)
Transfers from Other Funds	6,406,526 [2]	--	--	157,933	5,730
Sale of Assets	--	--	27,128	--	--
Lease Proceeds	137,201	1,453,285	4,577,125	31,861	28,885
Insurance Recovery	--	--	--	--	64,766
Total Other Financing Sources (Uses)	4,057,248	(1,090,208)	1,994,004	(2,816,440)	(2,526,763)
Change in Fund Balance/Net Position	8,115,792	649,598	1,669,017	1,424,332	2,091,908
Beginning Fund Balance/Net Position	8,354,623	16,470,413 [2]	17,120,011	18,789,028	20,213,360
Ending Fund Balance/Net Position	$16,470,415 [3]	$17,120,011	$18,789,028	$20,213,360	$22,305,268

[1] Represents debt service on certain Pitkin County Sales Tax Revenue Bonds and lease purchase obligations. See "DEBT STRUCTURE—Revenue Obligations—*Pitkin Sales Tax Revenue Bonds*." Does not include debt service on the Parity Lien Bonds. Debt Service on the Bonds and Parity Lien Bonds is payable from the Authority's Debt Service Fund. For information regarding the Debt Service Fund and debt service on the Parity Lien Bonds see "DEBT STRUCTURE—Revenue Obligations" and "APPENDIX C—AUDITED GENERAL PURPOSE FINANCIAL STATEMENTS OF RFTA AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2018"
[2] One time transfer from the BRT Special Revenue Fund upon its closure.
[3] Difference in beginning and ending fund balance due to rounding.
[4] Year end 2018 preliminary audited.
Source: RFTA audited financial statements, 2014-2018

General Fund Budget Summary and Comparison

Budgetary Process and Information. RFTA's budget is prepared on a calendar year basis as required by 29-1-101, et seq., Colorado Revised Statutes. Prior to October 15 of each Fiscal Year, the Budget Officer submits an operating and capital budget for the ensuing Fiscal Year to the Board for its approval. The Board may accept the budget with a majority vote or may vote to override all or any part of the proposed budget. After the budget is approved (on or before December 31), in conjunction with an appropriation resolution by the Board, who must also approve subsequent amendments thereto, the Chief Executive Officer is empowered to administer the operating and capital budget.

Set forth hereafter is a comparison of RFTA's 2018 and 2019 General Fund budgets as well as the actual (unaudited) figures for the year ended December 31, 2018, and actual unaudited figures for the 2019 year to date (through March 31, 2019).

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TABLE XV
General Fund Budget Summary [1]

	2018 Budget (as amended)	2018 Actual (preliminary audited) [2]	2019 Budget (as amended)	2019 Actual Year to Date (unaudited) [3]
Revenues:				
Sales and Use Taxes	$22,511,000	$23,067,346	$23,236,000	$2,611,408
Property Taxes	--	--	8,457,000	2,908,355
Operating Revenues	5,021,000	5,156,184	5,151,000	1,025,501
Capital Grants	1,036,724	980,771	10,496,471	--
Operating Grants	1,214,370	1,214,370	1,315,810	163,554
Local Govt Capital Contributions	534,725	534,725	3,196,712	--
Local Govt Operating Contributions	1,733,191	1,735,956	1,479,633	1,452,399
Other	551,440	496545,921	520,800	190,340
Investment Income	187,000	262,530	283,500	80,321
Total Revenues	32,789,450	33,497,803	54,136,926	8,431,878
Expenditures:				
Transit Fuel	1,394,758	1,095,449	1,833,277	432,867
Transit Operations	9,074,612	9,065,210	10,283,248	2,561,834
Transit Maintenance	4,735,041	4,745,087	5,123,118	1,160,871
Administration	5,519,677	5,238,038	6,481,430	1,796,048
Facilities	2,418,018	2,210,857	2,181,208	449,831
Trails & Corridor Mgmt	540,120	469,039	589,025	57,031
Capital Outlay	4,595,022	4,562,517	21,707,640	307,068
Debt Service				
Principal	957,930	937,896	1,019,054	137,685
Interest	555,041	555,039	532,267	58,013
Total Expenditures	29,790,219	28,879,132	49,750,267	6,961,248
Excess of Revenues Over Expenditures	2,999,231	4,618,671	4,386,659	1,470,630
Other Financing Sources (Uses):				
Transfers In [4]	5,730	5,730	--	--
Transfers Out	(2,757,871)	(2,626,144)	(2,769,053)	(943,777)
Capital Lease Proceeds	150,000	28,885	257,000	--
Insurance Recoveries	--	64,766	--	--
Total Other Financing Sources (Uses)	(2,602,141)	(2,526,763)	(2,512,053)	(943,777)
Change in Net Assets	$ 397,090	2,091,908	$ 1,874,606	$ 526,853
Beginning Balance/Assets		20,213,360		
Ending Balance/Assets		$22,305,268		

[1] Figures have been rounded.
[2] Year-end, unaudited figures.
[3] Year-to-date actual, unaudited figures through March 31, 2019.
[4] Reflects, unexpended funds from AMF Capital Project transferred from capital project funds of the Authority to the General Fund.
Source: RFTA 2018 and 2019 Budget documents (as amended), and RFTA

Management's Discussion and Analysis of Recent Financial Trends

See the complete Management's Discussion and Analysis in RFTA's audit for the year ended December 31, 2018, appended hereto.

Retirement and Pension Matters

457 Plan. RFTA provides its employees a deferred compensation plan created in accordance with Internal Revenue Code Section 457 (the "457 Plan"). The 457 Plan permits employees to defer a portion of their salary until future years. The deferred compensation is not available to employees until termination, retirement, death, or unforeseeable emergency. Investment purchases of the 457 Plan are determined by the plan participant and, therefore, the plan's investment concentration varies between participants. The Authority has no liability for losses under the plan but does have the duty of due care that would be required of an ordinary prudent investor. The Authority is neither the trustee nor the administrator for the plan. The plan is administered by the Colorado County Officers and Employees Retirement Association.

401(a) Plan. In 2005, the Authority established a defined contribution money purchase plan under Code Section 401 of the Internal Revenue code (the "401(a) Plan"). The 401(a) Plan is administered by Empower Retirement. The 401a Plan is governed by a plan document and amendment requires approval by the "Retirement Plan Board." The Retirement Plan Board is the trustee of the plan and has the duty of due care that would be required of an ordinary prudent investor; however, has no liability for losses under the plan. The 401(a) Plan sponsor is the only contributor to the Plan. All Authority employees receive a 12.55% of salary contribution to the 401(a). Only full-time employees who have been with the Authority for six consecutive months are eligible. The Authority's expenses to the plan were approximately $1,987,000 for 2017 and $[2,044,000] for 2018 (preliminary audited).

The Authority's contributions start vesting at 50% and increase by 10% for each year of service. After 5 years of services, employees become fully vested in the 401(a) Plan. The Authority first uses forfeited amounts to pay expenses of administering the plan, and then such amounts are used to reduce the Authority's contributions for the plan year in which the forfeitures arose. The Authority used $20,084 and $[20,786] (preliminary audited) in 2017 and 2018 respectively, in forfeitures to pay plan expenses. There was no liability outstanding as of December 31, 2017 and no liability outstanding as of 2018.

See also Note V.G. to RFTA's audited financial statements appended hereto

Risk Management

RFTA is exposed to various risks of loss related to workers' compensation, general liability, and worker unemployment. RFTA purchases commercial insurance to mitigate these risks, and believes such insurance coverage to be adequate.

Constitutional Amendment Limiting Taxes and Spending

On November 3, 1992, Colorado voters approved an amendment to the Colorado Constitution, which is commonly referred to as the Taxpayer's Bill of Rights, or TABOR, and now constitutes Section 20 of Article X of the Colorado Constitution. TABOR imposes various limits and new requirements on the State and all State local governments which do not qualify as "enterprises" under TABOR (each of which is referred to in this section as a "governmental unit"). Any of the following actions, for example, now requires voter approval in advance: (a) any increase in a governmental unit's spending from one year to the next in excess of the rate of inflation plus a "growth factor" based on (i) for

the State, the percentage change in State population, (ii) for a school district, the percentage change in student enrollment, and (iii) for any other local government, the net percentage change in actual value of all real property from construction of taxable real property improvements, minus destruction of similar improvements, and additions to, minus deletions from, taxable real property; (b) any increase in the real property tax revenues of a local governmental unit (not including the state) from one year to the next in excess of inflation plus the appropriate "growth factor" referred to in (a) above; (c) any new tax, tax rate increase, mill levy above that for the prior year, valuation for assessment ratio increase for a property class, extension of an expiring tax or a tax policy change directly causing a net tax revenue gain; and (d) except for refinancing bonded indebtedness at a lower interest rate or adding new employees to existing pension plans, creation of any multiple fiscal year direct or indirect debt or other financial obligation whatsoever without adequate present cash reserves pledged irrevocably and held for payments in all future fiscal years. Elections on such matters may only be held on the same day as a state general election, at the governmental unit's regular biennial election or on the first Tuesday in November of odd numbered years, and must be conducted in accordance with procedures described in TABOR.

Revenue collected, kept or spent in violation of the provisions of TABOR must be refunded, with interest. TABOR requires a governmental unit to create an emergency reserve of 3% of its fiscal year spending in 1995 and subsequent years. TABOR provides that "[w]hen [a governmental unit's] annual . . . revenue is less than annual payments on general obligation bonds, pensions, and final court judgments, the [voter approval requirement for mill levy and other tax increases referred to in clause (c) of the preceding paragraph and the voter approval requirement for spending and real property tax revenue increases referred to in clauses (a) and (b) of the preceding paragraph] shall be suspended to provide for the deficiency." The preferred interpretation of TABOR shall, by its terms, be the one that reasonably restrains most the growth of government.

In an election held in November 2000, RFTA voters approved a ballot question allowing RFTA to collect, retain, and expend all revenues received in excess of the above described limit on fiscal year spending.

DEBT STRUCTURE

Revenue Obligations

At an election held on November 4, 2008, qualified electors of RFTA approved the issuance of indebtedness of up to $44,555,000 to finance the costs of RFTA's Regional Transportation Improvement Plan. The following table sets forth information on RFTA's outstanding revenue obligations upon issuance of the Bonds. RFTA will have [no*] remaining authorized but unissued indebtedness payable from the Pledged Revenues after issuance of the Bonds.

* Preliminary; subject to change.

TABLE XVI
Outstanding Revenue Obligations [1]

Obligation	Outstanding Principal Amount
Sales and Use Tax Revenue Bonds, Series 2009A	$ 1,305,000
Taxable Sales and Use Tax Revenue Bonds (Qualified Energy Conservation Bonds—Direct Payment to Issuer), Series 2012A	4,950,000
Series 2013B Loan [2]	
Sales and Use Tax Revenue Refunding and Improvement Bonds, Series 2019	[_____] *
Total	$[_____] *

[1] Upon issuance of the Bonds.
[2] See "—*Sales Tax Revenue Loans*" below for description of each respective loan.
Preliminary; subject to change.

Sales Tax Revenue Loans. The Authority has entered into the following sales tax revenue loans.

In November 2013, the Authority entered into a $2,000,000 sales tax revenue loan agreement and promissory note with Banc of America Public Capital Corp. (as previously defined, the "Series 2013A Loan"), to finance the acquisition, construction, and equipping vehicle maintenance and other facilities; the acquisition of buses and transit vehicles; and providing road improvements related to the regional transportation system and intelligent transportation system and intelligent transportation system components for the BRT system. The loan carries a fixed interest rate of 3.48% with a final maturity date of 2028. *A portion of the proceed of the Refunding Bonds are expected to be used to refund the Series 2013A Loan*.

In November 2013, the Authority entered into a $1,300,000 taxable sales tax revenue (Qualified Energy Conservation Bonds–Direct Payment to Issuer) loan agreement and promissory note with Banc of America Leasing & Capital, LLC (as previously defined, the "Series 2013B Loan"), to finance the Roaring Fork Transportation Green Community Program including energy efficient upgrades, improvements and renovations at the Aspen Maintenance Facility. The loan carries a fixed interest rate of 4.96% with a final maturity date of 2030.

Pitkin Sales Tax Revenue Bonds. Pursuant to the Organizing IGA, Pitkin County agreed to pay to RFTA certain proceeds of Pitkin County's transportation sales tax, subject to the following. Pitkin County has previously issued its Sales Tax Revenue Bonds, secured by such transportation sales tax, to finance certain transportation assets. Pursuant to the Organizing IGA, in exchange for the transfer of such assets to RFTA, the amount of Pitkin County's transportation sales tax otherwise payable by Pitkin County to RFTA is to be reduced by the amount of principal and interest payments on Pitkin County's outstanding and future Sales Tax Revenue Bonds secured by such transportation sales tax. Such Pitkin County Sales Tax Revenue Bonds are presently outstanding in the aggregate principal amount of $3,260,000 and are reflected as an accounting liability of RFTA in its audited financial statements attached hereto (see Note IV.F.1. therein). To the extent not needed for payment of such Pitkin County bonds, revenues of such Pitkin County tax are transferred to the Authority's General Fund and may be used for any lawful purpose. ***Such Pitkin County tax is not pledged to the payment of the Bonds or the Parity Lien Bonds, and the Pledged Revenues are not pledged to the payment of such Pitkin County bonds.***

Property Tax Revenue Bonds. At the November 2018 election, RFTA voters approved a ballot issue authorizing the imposition of an valorem property tax at the rate of 2.65 mills and the issuance of revenues bonds payable from the revenues of such property tax and other RFTA revenues in a principal amount not to exceed $74,675,000. [Although the ballot issue would permit RFTA to apply the Pledged Revenues to the payment of such bonds, RFTA would be required to either (a) meet the coverage test described in "THE BONDS—Security for the Bonds—*Additional Bonds*" to apply such revenues on a parity basis with the application thereof to the payment of the Bonds, or (b) apply such revenues on a basis subordinate to the payment of the Bonds. At present, RFTA does not intend to apply any of the Pledged Revenues to the payment of such bonds.]

Leases and Other Financial Obligations

The Board has the authority to enter into installment or lease purchase contracts, subject to annual appropriation, for the purchase of property or capital equipment without prior electoral approval. The term of any such contract may not extend over a period greater than the estimated useful life of the property or equipment and failure to annual appropriate funds and continue such leases will result in the forfeiture of the related property or equipment. As of December 31, 2018, RFTA has the following leases and other annual financial obligations outstanding.

Capital Leases. RFTA has entered into multiple installment and lease purchase contracts, subject to annual appropriation, for the purchase of property or capital equipment. Information on the outstanding leases is set forth in the following table. Each of these leases requires RFTA to pay annual rentals, subject to annual appropriation, *but are not secured by a pledge of the Pledged Revenues*. See Note IV.F.3. to RFTA's audited financial statements appended hereto.

TABLE XVII
Outstanding Capital Lease Obligations [1]

Capital Lease Obligation	Outstanding Principal Amount
2008 Parker House	$ 1,332,183
1340 Main Street, Carbondale	737,465
2015 Solar Array	1,304,332
2016 Ford Explorer	7,853
2016 Ford F150 and F250	18,855
2016 CNG Buses	3,739,023
2017 Ford Explorer	8,437
2017 Ford Explorer	15,906
2018 Ford Explorer	20,921
Total	$7,184,975

[1] As of December 31, 2018.

Other Financial Obligations. In 2009, RFTA executed an annually renewable line of credit agreement in the amount of $1,000,000 with Alpine Bank. RFTA has not utilized the line of credit as of the date of this Official Statement.

LEGAL MATTERS

Sovereign Immunity

The Colorado Governmental Immunity Act, Title 24, Article 10, C.R.S. (the "Immunity Act"), provides that, with certain specified exceptions, sovereign immunity acts as a bar to any action against a public entity, such as the Board, for injuries which lie in tort or could lie in tort. The Immunity Act provides that sovereign immunity is waived by a public entity for injuries occurring as a result of certain specified actions or conditions, including: the operation of a non-emergency motor vehicle owned or leased by the public entity; the operation of any public hospital, correctional facility or jail; a dangerous condition of any public building; certain dangerous conditions of a public highway, road or street; and the operation and maintenance of any public water facility, gas facility, sanitation facility, electrical facility, power facility or swimming facility by such public entity. In such instances, the public entity may be liable for injuries arising from an act or omission of the public entity, or an act or omission of its public employees, which are not willful and wanton, and which occur during the performance of their duties and within the scope of their employment.

The maximum amounts that may be recovered under the Immunity Act, whether from one or more public entities and public employees, are as follows: (a) for any injury to one person in any single occurrence, the sum of $350,000 for claims accruing before January 1, 2018, or the sum of $387,000 for claims accruing on or after January 1, 2018, and before January 1, 2022; (b) for an injury to two or more persons in any single occurrence, the sum of $990,000 for claims accruing before January 1, 2018, except in such instance, no person may recover in excess of $350,000; or the sum of $1,093,000 for claims accruing on or after January 1, 2018, and before January 1, 2022, except in such instance, no person may recover in excess of $387,000. These amounts increase every four years pursuant to a formula based on the Denver-Boulder-Greeley Consumer Price Index, with the first such increase to occur on or before January 1, 2018. The governing board of a public entity may increase any maximum amount that may be recovered from the public entity for certain types of injuries. However, a public entity may not be held liable either directly or by indemnification for punitive or exemplary damages unless the applicable entity voluntarily pays such damages in accordance with State law.

The Board has not acted to increase the damages liability limitations in the Immunity Act. Suits against both the Board and a public employee do not increase such maximum amounts which may be recovered. The Board may not be held liable either directly or by indemnification for punitive or exemplary damages. In the event that the Board is required to levy an ad valorem property tax to discharge a settlement or judgment, such tax may not exceed a total of ten (10) mills per annum for all outstanding settlements or judgments.

The Board may be subject to civil liability and damages including punitive or exemplary damages and it may not be able to claim sovereign immunity for actions founded upon various federal laws, or other actions filed in federal court. Examples of such civil liability include suits filed pursuant to 42 U.S.C. Section 1983 alleging the deprivation of federal constitutional or statutory rights of an individual. In addition, the Board may be enjoined from engaging in anti-competitive practices which violate the antitrust laws. However, the Immunity Act provides that it applies to any State court having jurisdiction over any claim brought pursuant to any federal law, if such action lies in tort or could lie in tort.

Legal Representation

Legal matters incident to the authorization and issuance of the Bonds are subject to approval by Kutak Rock LLP, Denver, Colorado, Bond Counsel. In addition to acting as Bond Counsel, Kutak Rock LLP has also been retained to advise RFTA concerning, and has assisted in the preparation of, this

Official Statement. Certain legal matters will be passed upon for RFTA by Paul J. Taddune, P.C., Aspen, Colorado, as General Counsel to RFTA.

The legal opinions to be delivered concurrently with the delivery of the Bonds express the professional judgment of the attorneys rendering the opinions as to legal issues expressly addressed therein. By rendering a legal opinion, the opinion giver does not become an insurer or guarantor of the result indicated by that expression of professional judgment, or of the transaction on which the opinion is rendered, or of the future performance of parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

Pending and Threatened Litigation

To the knowledge of Paul J. Taddune, P.C., Aspen, Colorado, General Counsel to RFTA, there is no action, suit, proceeding, inquiry or investigation at law or in equity before or by any court, public board or body pending or threatened against or affecting RFTA, wherein an unfavorable decision, ruling or finding would have a material adverse effect on the financial condition of RFTA, the security for the Bonds, RFTA's ability to comply with its obligations under the Bond Resolution, the transactions contemplated by the Bond Resolution or the validity and enforceability of the Bond Resolution or the Bonds.

TAX MATTERS

General Matters. In the opinion of Kutak Rock LLP, Bond Counsel, under existing laws, regulations, rulings and judicial decisions, interest on the Bonds (including any original issue discount properly allocable to the owner of a Bond) is excludable 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 above assumes the accuracy of certain representations and compliance by the Board with covenants designed to satisfy the requirements of the Code that must be met subsequent to the issuance of the Bonds. Failure to comply with such requirements could cause interest on the Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Bonds. The Board has covenanted to comply with such requirements. Bond Counsel has expressed no opinion regarding other federal tax consequences arising with respect to the Bonds.

The accrual or receipt of interest on the Bonds may otherwise affect the federal income tax liability of the owners of the Bonds. The extent of these other tax consequences will depend on such owners' particular tax status and other items of income or deduction. Bond Counsel has expressed no opinion regarding any such consequences. Purchasers of the Bonds, particularly purchasers that are corporations (including S corporations and foreign corporations operating branches in the United States of America), 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 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 Bonds.

Bond Counsel is also of the opinion that, under existing State of Colorado statutes interest on the Series 2019 Bonds and the income therefrom are exempt from State of Colorado taxation, except inheritance, estate and transfer tax. Bond Counsel has expressed no opinion regarding other tax consequences arising with respect to the Bonds under the laws of Colorado or any other state or jurisdiction.

Original Issue Discount. The Bonds that have an original yield above their respective interest rates, as shown on the cover of this Official Statement (collectively, the "Discount Bonds"), are being sold at an original issue discount. The difference between the initial public offering prices of such Discount Bonds and their stated amounts to be paid at maturity constitutes original issue discount treated in the same manner for federal income tax purposes as interest, as described above.

The amount of original issue discount that is treated as having accrued with respect to a Discount Bond or is otherwise required to be recognized in gross income is added to the cost basis of the owner of the bond in determining, for federal income tax purposes, gain or loss upon disposition of such Discount Bond (including its sale, redemption or payment at maturity). Amounts received on disposition of such Discount Bond that are attributable to accrued or otherwise recognized original issue discount will be treated as tax-exempt interest, rather than as taxable gain, for federal income tax purposes.

Original issue discount is treated as compounding semiannually, at a rate determined by reference to the yield to maturity of each individual Discount Bond, on days that are determined by reference to the maturity date of such Discount Bond. The amount treated as original issue discount on such Discount Bond for a particular semiannual accrual period is equal to (a) the product of (i) the yield to maturity for such Discount Bond (determined by compounding at the close of each accrual period) and (ii) the amount that would have been the tax basis of such Discount Bond at the beginning of the particular accrual period if held by the original purchaser, (b) less the amount of any interest payable for such Discount Bond during the accrual period. The tax basis for purposes of the preceding sentence is determined by adding to the initial public offering price on such Discount Bond the sum of the amounts that have been treated as original issue discount for such purposes during all prior periods. If such Discount Bond is sold between semiannual compounding dates, original issue discount that would have been accrued for that semiannual compounding period for federal income tax purposes is to be apportioned in equal amounts among the days in such compounding period.

Owners of Discount Bonds should consult their tax advisors with respect to the determination and treatment of original issue discount accrued as of any date, with respect to when such original issue discount must be recognized as an item of gross income and with respect to the state and local tax consequences of owning a Discount Bond. Subsequent purchasers of Discount Bonds that purchase such bonds for a price that is higher or lower than the "adjusted issue price" of the bonds at the time of purchase should consult their tax advisors as to the effect on the accrual of original issue discount.

Original Issue Premium. The Bonds that have an original yield below their respective interest rates, as shown on the cover of this Official Statement (collectively, the "Premium Bonds"), are being sold at a premium. An amount equal to the excess of the issue price of a Premium Bond over its stated redemption price at maturity constitutes premium on such Premium Bond. A purchaser of a Premium Bond must amortize any premium over such Premium Bond's term using constant yield principles, based on the purchaser's yield to maturity (or, in the case of Premium Bonds callable prior to their maturity, generally by amortizing the premium to the call date, based on the purchaser's yield to the call date and giving effect to any call premium). As premium is amortized, the amount of the amortization offsets a corresponding amount of interest for the period, and the purchaser's basis in such Premium Bond is reduced by a corresponding amount resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or disposition of such Premium Bond prior to its maturity. Even though the purchaser's basis may be reduced, no federal income tax deduction is allowed. Purchasers of the Premium Bonds should consult their tax advisors with respect to the determination and treatment of premium for federal income tax purposes and with respect to the state and local tax consequences of owning a Premium Bond.

Recognition of Income Generally. Section 451 of the Code was amended by Pub. L. No. 115-97, enacted December 22, 2017 (sometimes referred to as the Tax Cuts and Jobs Act), to provide that taxpayers using an accrual method of accounting for federal income tax purposes generally will be required to include certain amounts in income, including original issue discount, no later than the time such amounts are reflected on certain financial statements of such taxpayer. The application of this rule may require the accrual of income earlier than would have been the case prior to the amendment of Section 451 of the Code. The rule generally applies to taxable years after 2017, except that in the case of income from a debt instrument having original issue discount, the rule does not apply until taxable years after 2018. Investors should consult their own tax advisors regarding the application of this rule and its impact on the timing of the recognition of income related to the Bonds under the Code.

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 Bonds is subject to information reporting in a manner similar to interest paid on taxable obligations. Backup withholding may be imposed on payments to any owner of the Bonds that 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 Code. The reporting requirement does not in and of itself affect or alter the excludability of interest on the Bonds from gross income for federal income tax purposes or any other federal tax consequence of purchasing, holding or selling tax-exempt obligations.

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 under this heading "TAX MATTERS" or adversely affect the market value of the Bonds. 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 Bonds. 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 Bonds or the market value thereof would be impacted thereby. Purchasers of the Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The opinions expressed by Bond Counsel are based on existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Bonds, and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any pending legislation, regulatory initiatives or litigation.

PROSPECTIVE PURCHASERS OF THE BONDS ARE ADVISED TO CONSULT THEIR OWN TAX ADVISORS PRIOR TO ANY PURCHASE OF THE BONDS AS TO THE IMPACT OF THE CODE UPON THEIR ACQUISITION, HOLDING OR DISPOSITION OF THE BONDS.

MISCELLANEOUS

Rating

S&P Global Ratings ("S&P") has assigned the rating to the Bonds shown on the cover page hereof with an outlook of "_____." Such rating reflects only the view of the rating agency and any desired explanation of the significance of such rating should be obtained from S&P at 55 Water Street, 40th Floor, New York, New York, 10041. Generally, a rating agency bases its rating on the information and materials furnished to it and on investigations, studies and assumptions of its own. There is no assurance that a rating will continue for any given period of time or that a rating will not be revised downward or withdrawn entirely by the rating agency, if, in the judgment of such agency, circumstances

so warrant. Any such downward revision or withdrawal of the rating indicated above may have an adverse effect on the market price of the Bonds.

Underwriting

The Bonds are being sold by RFTA to the Underwriter at a discount of $_____ pursuant to a bond purchase agreement entered into between the Underwriter and RFTA. Expenses associated with the issuance of the Bonds are being paid by RFTA from proceeds of the Bonds.

The right of the Underwriter to receive compensation in connection with the Bonds is contingent upon the actual sale and delivery of the Bonds. The Underwriter has initially offered the Bonds to the public at the prices or yields set forth on the cover page of this Official Statement, plus accrued interest from the date of the Bonds. Such prices or yields may subsequently change without any requirement of prior notice. The Underwriter reserves the right to join with dealers and other investment banking firms in offering the Bonds to the public.

The Underwriter and its respective affiliates are full-service financial institutions engaged in various activities that may include securities trading, commercial and investment banking, municipal advisory, brokerage, and asset management. In the ordinary course of business, the Underwriter and its respective affiliates may actively trade debt and, if applicable, equity securities (or related derivative securities) and provide financial instruments (which may include bank loans, credit support or interest rate swaps). The Underwriter and its respective affiliates may engage in transactions for their own accounts involving the securities and instruments made the subject of this securities offering or other offering of RFTA. The Underwriter and its respective affiliates may make a market in credit default swaps with respect to municipal securities in the future. The Underwriter and its respective affiliates may also communicate independent investment recommendations, market color or trading ideas and publish independent research views in respect of this securities offering or other offerings of RFTA.

Registration of Bonds

Registration or qualification of the offer and sale of the Bonds (as distinguished from registration of the ownership of the Bonds) is not required under the federal Securities Act of 1933, as amended, or the Colorado Securities Act, as amended, pursuant to exemptions from registration provided in such acts. RFTA ASSUMES NO RESPONSIBILITY FOR QUALIFICATION OR REGISTRATION OF THE BONDS FOR SALE UNDER THE SECURITIES LAWS OF ANY JURISDICTION IN WHICH THE BONDS MAY BE SOLD, ASSIGNED, PLEDGED, HYPOTHECATED, OR OTHERWISE TRANSFERRED.

Undertaking To Provide Ongoing Disclosure

Pursuant to the requirements of Securities and Exchange Commission Rule 15c2-12 (17 CFR Part 240, § 240.15c2-12) (the "Rule"), RFTA has agreed for the benefit of the holders of the Bonds to provide certain financial information, other operating data and notices of material events to the Electronic Municipal Market Access facility ("EMMA") operated by the Municipal Securities Rulemaking Board ("MSRB") after the Bonds are executed and delivered. The form of RFTA's Continuing Disclosure Undertaking (the "Undertaking") is attached as "APPENDIX B" to this Official Statement.

A failure by RFTA to comply with the requirements of the Rule will not constitute an Event of Default under the authorizing resolution (although Bond owners will have any available remedy at law or in equity). Nevertheless, such a failure must be reported in accordance with the Rule and must be considered by any broker, dealer or municipal securities dealer before recommending the purchase or sale

of the Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Bonds and their market price.

In the past five years, [_____]. [***Kutak Rock currently reviewing RFTA's compliance on EMMA and comparing to DAC report.***]

Interest of Certain Persons Named in this Official Statement

The legal fees to be paid to Bond Counsel are contingent upon the sale and delivery of the Bonds.

Financial Advisor

PFM Financial Advisors, LLC, Chandler, Arizona, is acting as financial advisor to RFTA in connection with the offering and issuance of the Bonds.

Independent Accountants

The general purpose financial statements of RFTA as of and for the year ended December 31, 2018, appended to this Official Statement, have been audited by McMahan and Associates, L.L.C. Certified Public Accountants and Consultants, Avon, Colorado, as stated in their report appearing therein.

Additional Information

Copies of statutes, resolutions, ordinances, opinions, contracts, agreements, financial and statistical data, and other related reports and documents described in this Official Statement are either publicly available or available upon request and the payment of a reasonable copying, mailing, and handling charge from the sources provided in the "INTRODUCTION."

Official Statement Certification

The preparation of this Official Statement and its distribution have been authorized by RFTA. This Official Statement is not to be construed as an agreement or contract between RFTA and any purchaser, owner or holder of any Bond.

ROARING FORK TRANSPORTATION AUTHORITY

By: /s/_____
Chief Executive Officer

APPENDIX A

SUMMARY OF BOND RESOLUTION

Set forth hereafter are selected provisions from the Bond Resolution authorizing the issuance of the Bonds. See also "THE BONDS—Security for the Bonds" for a description of selected provisions relating to the Bonds.

[***To Come***]

APPENDIX B

FORM OF CONTINUING DISCLOSURE UNDERTAKING

This Continuing Disclosure Undertaking (this "Undertaking") is executed and delivered by the Roaring Fork Transportation Authority, in the State of Colorado (the "Authority") in connection with the issuance of its Sales and Use Tax Revenue Refunding and Improvement Bonds, Series 2019, in the aggregate principal amount of $_____ (the "Bonds"). The Bonds are being issued pursuant to a resolution of the Authority Board of Directors (the "Bond Resolution") adopted prior to the issuance of the Bonds. Capitalized terms used but not otherwise defined herein shall have the meanings assigned thereto in the Bond Resolution.

In consideration of the purchase of such Bonds by the owners thereof, the Authority hereby covenants and agrees as follows:

Section 1. Purpose of this Agreement. This Agreement is executed and delivered by the Board as of the date set forth below, for the benefit of the holders and owners (the "Bondholders") of the Bonds and in order to assist the Participating Underwriter (as defined below) in complying with the requirements of the Rule (as defined below).

Section 2. Definitions. The terms set forth below shall have the following meanings in this Agreement, unless the context clearly otherwise requires.

"*Agreement*" means the obligations of the Board pursuant to Sections 4, 5 and 6.

"*Annual Financial Information*" means the financial information and operating data described in Exhibit I.

"*Annual Financial Information Disclosure*" means the dissemination of disclosure concerning Annual Financial Information and the dissemination of the Audited Financial Statements as set forth in Section 4 hereof.

"*Audited Financial Statements*" means the audited consolidated financial statements of the Board, prepared pursuant to the standards and as described in Exhibit I.

"*Commission*" means the Securities and Exchange Commission.

"*Dissemination Agent*" means, initially the Board, or any successor agent designated as such in writing by the Board and which has filed with the Board a written acceptance of such designation, and such agent's successors and assigns.

"*EMMA*" means the Electronic Municipal Market Access facility for municipal securities disclosure of the MSRB.

"*Exchange Act*" means the Securities Exchange Act of 1934, as amended.

"*Material Event*" means the occurrence of any of the events with respect to the Bonds set forth in Exhibit II.

"*Material Events Disclosure*" means dissemination of a notice of a Material Event as set forth in Section 6.

"*MSRB*" means the Municipal Securities Rulemaking Board.

"*Participating Underwriter*" means each broker, dealer or municipal securities dealer acting as an underwriter in any primary offering of the Bonds.

"*Prescribed Form*" means, with regard to the filing of Annual Financial Information, Audited Financial Statements and notices of Material Events with the MSRB at *www.emma.msrb.org* (or such other address or addresses as the MSRB may from time to time specify), such electronic format, accompanied by such identifying information, as shall have been prescribed by the MSRB and which shall be in effect on the date of filing of such information.

"*Rule*" means Rule 15c2-12 adopted by the Commission under the Exchange Act, as the same may be amended from time to time.

"*State*" means the State of Colorado.

Section 3. CUSIP Number/Final Official Statement. The final CUSIP[1, ©] of the Bonds is 770161 ___. The final Official Statement relating to the Bonds is dated _____, 2019 (the "Final Official Statement").

Section 4. Annual Financial Information Disclosure. Subject to Section 10 of this Agreement, the Board hereby covenants that it will disseminate the Annual Financial Information and the Audited Financial Statements (in the form and by the dates set forth below and in Exhibit I) by the Board's delivery of such Annual Financial Information and Audited Financial Statements to the MSRB within 210 days of the completion date of the Board's fiscal year.

The Board is required to deliver such information in Prescribed Form and by such time so that such entities receive the information by the dates specified.

If any part of the Annual Financial Information can no longer be generated because the operations to which it is related have been materially changed or discontinued, the Board will disseminate a statement to such effect as part of its Annual Financial Information for the year in which such event first occurs.

If any amendment is made to this Agreement, the Annual Financial Information for the year in which such amendment is made (or in any notice or supplement provided to the MSRB) shall contain a narrative description of the reasons for such amendment and its impact on the type of information being provided.

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[1] The Board takes no responsibility for the accuracy of CUSIP numbers, which are included solely for the convenience of owners of the Bonds.

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Section 5. Material Events Disclosure. Subject to Section 10 of this Agreement, the Board hereby covenants that it will disseminate in a timely manner, not in excess of 10 Business Days after the occurrence of the event, Material Events Disclosure to the MSRB in Prescribed Form. Notwithstanding the foregoing, notice of redemption of any Bonds or defeasance of any Bonds need not be given under this Agreement any earlier than the notice (if any) of such redemption is given to the owners of the Bonds pursuant to the Bond Resolution. From and after the Effective Date, the Board is required to deliver such Material Events Disclosure in the same manner as provided by Section 4 of this Agreement.

Section 6. Duty To Update EMMA/MSRB. The Board shall determine, in the manner it deems appropriate, whether there has occurred a change in the MSRB's e-mail address or filing procedures and requirements under EMMA each time it is required to file information with the MSRB.

Section 7. Consequences of Failure of the Board to Provide Information. The Board shall give notice in a timely manner, not in excess of 10 Business Days after the occurrence of the event, to the MSRB in Prescribed Form of any failure to provide Annual Financial Information Disclosure when the same is due hereunder.

In the event of a failure of the Board to comply with any provision of this Agreement, the Bondholder of any Bond may seek specific performance by court order to cause the Board to comply with its obligations under this Agreement. A default under this Agreement shall not be deemed an Event of Default under the Bond Resolution or any other agreement, and the sole remedy under this Agreement in the event of any failure of the Board to comply with this Agreement shall be an action to compel performance.

Section 8. Amendments; Waiver. Notwithstanding any other provision of this Agreement, the Board may amend this Agreement, and any provision of this Agreement may be waived, if:

(i) The amendment or waiver is made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of the Board or type of business conducted;

(ii) This Agreement, as amended, or the provision, as waived, would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(iii) The amendment or waiver does not materially impair the interests of the Bondholders of the Bonds, as determined either by parties unaffiliated with the Board or the Board (such as the Paying Agent) or by an approving vote of the Bondholder Representative or of the Bondholders of the Bonds holding a majority of the aggregate principal amount of the Bonds (excluding Bonds held by or on behalf of the Board or its affiliates) at the time of the amendment, pursuant to the terms of the Bond Resolution; or

(iv) The amendment or waiver is otherwise permitted by the Rule.

Section 9. Termination of Agreement. The Agreement of the Board shall be terminated hereunder when the Board shall no longer have any legal liability under the terms of the Bond Resolution pursuant to the terms of the Bond Resolution for any obligation on or relating to the repayment of the Bonds. The Board shall give notice to the MSRB in a timely manner and in Prescribed Form if this Section is applicable.

Section 10. Dissemination Agent. The Dissemination Agent shall transmit all information delivered to it by the Board hereunder to the MSRB as provided in this Agreement. The Board may, from time to time, appoint or engage a substitute Dissemination Agent to assist it in carrying out its obligations under this Agreement, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent.

Section 11. Additional Information. Nothing in this Agreement shall be deemed to prevent the Board from disseminating any other information, using the means of dissemination set forth in this Agreement or any other means of communication, or including any other information in any Annual Financial Information Disclosure or notice of occurrence of a Material Event, in addition to that which is required by this Agreement. If the Board chooses to include any information from any document or notice of occurrence of a Material Event in addition to that which is specifically required by this Agreement, the Board shall not have any obligation under this Agreement to update such information or include it in any future disclosure or notice of the occurrence of a Material Event.

Section 12. Beneficiaries. This Agreement has been executed in order to assist the Participating Underwriter in complying with the Rule; however, this Agreement shall inure solely to the benefit of the Board, the Dissemination Agent, if any, the Board, the Bondholder Representative and the Bondholders of the Bonds, and shall create no rights in any other person or entity.

Section 13. Recordkeeping. The Board shall maintain records of all Annual Financial Information Disclosure and Material Events Disclosure, including the content of such disclosure, the names of the entities with whom such disclosure was filed and the date of filing such disclosure.

Section 14. Assignment. The Board shall not transfer its obligations under the Bond Resolution unless the transferee agrees to assume all obligations of the Board under this Agreement or to execute a continuing disclosure undertaking under the Rule.

Section 15. Governing Law. This Agreement shall be governed by the laws of the State.

EXHIBIT I

ANNUAL FINANCIAL INFORMATION AND TIMING AND AUDITED FINANCIAL STATEMENTS

"*Annual Financial Information*" means financial information and operating data exclusive of Audited Financial Statements as set forth below of the type appearing or incorporated by reference in Tables [I, III, IV, V, VIII, X, XI, XII and XIII] [***Confirm tables/table numbers***] in the Final Official Statement. [Notwithstanding the foregoing, the Authority shall only be required to present information of the type appearing or incorporated by reference in such tables for years for which information for the full year is available to the Authority.]

All or a portion of the Annual Financial Information and the Audited Financial Statements as set forth below may be included by reference to other documents which have been submitted to the MSRB or filed with the Commission, and such information need not be provided in the exact format as shown in the Final Official Statement. The Authority shall clearly identify each such item of information included by reference.

Annual Financial Information will be provided to the MSRB within 210 days after the last day of the Authority's fiscal year. Audited Financial Statements as described below should be filed at the same time as the Annual Financial Information. If Audited Financial Statements are not available when the Annual Financial Information is filed, unaudited financial statements shall be included, and Audited Financial Statements will be provided to the MSRB within 10 Business Days after availability to the Authority.

Audited Financial Statements will be prepared in accordance with generally accepted accounting principles in the United States as in effect from time to time.

If any change is made to the Annual Financial Information as permitted by Section 4 of the Agreement, including for this purpose a change made to the fiscal year-end of the Authority, the Authority will disseminate a notice to the MSRB of such change in Prescribed Form as required by such Section 4.

EXHIBIT II

EVENTS WITH RESPECT TO THE BONDS FOR WHICH MATERIAL EVENTS DISCLOSURE IS REQUIRED

1. Principal and interest payment delinquencies
2. Nonpayment-related defaults, if material
3. Unscheduled draws on debt service reserves reflecting financial difficulties
4. Unscheduled draws on credit enhancements reflecting financial difficulties
5. Substitution of credit or liquidity providers, or their failure to perform
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security
7. Modifications to rights of security holders, if material
8. Bond calls, if material, and tender offers
9. Defeasances
10. Release, substitution or sale of property securing repayment of the securities, if material
11. Rating changes
12. Bankruptcy, insolvency, receivership or similar event of the Board[*]
13. The consummation of a merger, consolidation or acquisition involving the Board or the sale of all or substantially all of the assets of the Board, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material
14. Appointment of a successor or additional Paying Agent or the change of name of a Paying Agent, if material
15. Incurrence of a financial obligation of the Board 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 Board or obligated person, any of which affect security holders, if material
16. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the financial obligation of the Board or obligated person, any of which reflect financial difficulties.

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[*] This event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Board in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Board, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Board.

APPENDIX C

AUDITED BASIC FINANCIAL STATEMENTS OF RFTA
AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2018

APPENDIX D

ECONOMIC AND DEMOGRAPHIC INFORMATION

The following information is provided to give prospective investors general information concerning selected economic and demographic conditions existing in the area within which RFTA serves. The statistics presented below have been obtained from the referenced sources and represent the most current information available from such sources; however, certain of the information is released only after a significant amount of time has passed since the most recent date of the reported data and some information does not reflect subsequent adverse national, state, or local economic or demographic trends or statistical changes. Certain of the information contained in this APPENDIX, therefore, may not be indicative of economic and demographic conditions as they currently exist or may not provide a reliable basis for projections conditions which may be experienced in the future. Further, other economic and demographic information not presented herein may be available concerning the area in which RFTA serves 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 RFTA or its officers, employees, or advisors*.

Population

The following table sets forth population statistics for the Cities of Aspen and Glenwood Springs, the Towns of Basalt, Carbondale, New Castle and Snowmass Village, and Eagle, Garfield and Pitkin Counties (the "Counties").

The portion of unincorporated Eagle County within the boundaries of RFTA encompasses only voting precincts 7, 8, 24 and 25 in the far southwestern corner of the county, including the unincorporated community of El Jebel and a portion of the town of Basalt, and the population thereof contains less than 10,000 of the county's total population set forth in the table below. Prospective purchasers should be aware that certain economic and demographic information presented herein regarding Eagle County should be considered in light of the fact that the principal economic and population centers of Eagle County, including, Vail, Avon, Eagle, and Gypsum, are located in the Vail Valley in the central portion of the county, outside of RFTA's boundaries, and are not subject to the Sales and Use Tax. RFTA's service area is separated from such Eagle County economic and population centers by the roadless Holy Cross Wilderness and near-roadless areas to the west thereof. The presence of these mountainous areas increases distance and travel time between RFTA's service area and such economic and population centers, somewhat isolating the service area from these communities. Certain of the data presented herein is only available, however, at the county-wide level and cannot be accurately attributed solely to the area within RFTA's boundaries or service area.

Garfield County itself is not a member of RFTA and the unincorporated portions thereof are outside RFTA's boundaries. The following tables nevertheless contain information regarding Garfield County because two of the three largest economic and population centers, Glenwood Springs and Carbondale, are members, and because the RFTA extends to the Town of Rifle, the third of such largest economic and population centers.

Population

Year	Aspen	Glenwood Springs	Basalt	Carbondale	New Castle	Snowmass Village [1]
1970	2,437	4,106	419	726	499	--
1980	3,678	4,637	529	2,084	563	999
1990	5,049	6,561	1,128	3,004	679	1,449
2000	5,914	7,736	2,681	5,196	1,984	1,822
2010	6,658	9,614	3,857	6,427	4,518	2,826
2017 [2]	6,879	9,977	4,200	6,826	4,821	2,903

Year	Garfield County [3]	Eagle County [3]	Pitkin County
1970	14,821	7,498	6,185
1980	22,514	13,320	10,338
1990	29,974	21,928	12,661
2000	43,791	41,659	14,872
2010	56,389	52,197	17,148
2017 [2]	59,167	54,662	17,875

[1] The Town of Snowmass Village was incorporated in 1977.
[2] Estimate.
[3] See "APPENDIX D—ECONOMIC AND DEMOGRAPHIC INFORMATION—Population."
Source: U.S. Department of Commerce, Bureau of the Census; State of Colorado, Division of Local Government, Demographic Section

Housing Units

The following table sets forth a comparison of housing units within the Cities of Aspen and Glenwood Springs, the Towns of Basalt, Carbondale, New Castle and Snowmass Village, and the Counties.

Housing Units

	2000	2010	2017 [1]
Aspen (City of)	4,354	5,929	6,091
Glenwood Springs (City of)	3,353	4,113	4,177
Basalt (Town of)	1,218	1,912	2,067
Carbondale (Town of)	1,821	2,468	2,566
New Castle (Town of)	731	1,718	1,793
Snowmass Village (Town of)	1,734	2,355	2,405
Eagle County [2]	22,111	31,312	32,465
Garfield County [2]	17,336	23,309	23,930
Pitkin County	10,096	12,953	13,397

[1] Estimate.
[2] See "APPENDIX D—ECONOMIC AND DEMOGRAPHIC INFORMATION—Population."
Source: U.S. Department of Commerce, Bureau of the Census and the Colorado Department of Local Affairs

Income

The following tables set forth historical median household income, the percentage of households by classification of household income and per capita personal income for the Counties, the State and the United States.

Median Household Effective Buying Income [1]

	2015	2016	2017	2018	2019
Eagle County [2]	$60,173	$66,265	$67,444	$65,790	$72,385
Garfield County [2]	47,400	48,380	50,699	53,442	58,511
Pitkin County	58,964	62,493	63,742	64,664	62,718
Colorado	49,949	52,345	54,718	57,732	59,227
United States	45,448	46,738	48,043	50,620	52,468

[1] As calculated on January 1 of each year.
[2] See "APPENDIX D—ECONOMIC AND DEMOGRAPHIC INFORMATION—Population."
Source: The Nielsen Company, *Site Reports*, 2015-2018; Environics Analytics, *Spotlight Claritas Reports* 2019

Percent of Households by Effective Buying Income—2019 [1]

	Less Than $25,000	$25,000-$49,999	$50,000-$99,999	$100,000-$149,999	$150,000 or more
Eagle County [2]	8.62%	21.44%	42.00%	16.75%	11.20%
Garfield County [2]	15.44	26.64	39.36	11.63	6.92
Pitkin County	13.42	25.15	36.53	13.50	11.40
Colorado	16.96	24.82	37.20	12.22	8.81
United States	21.39	26.37	34.54	10.10	7.60

[1] As calculated on January 1. Totals may not equal 100% due to rounding.
[2] See "APPENDIX D—ECONOMIC AND DEMOGRAPHIC INFORMATION—Population."
Source: Environics Analytics, *Spotlight Claritas Reports* 2019

Per Capita Personal Income

	2013	2014	2015	2016	2017
Eagle County [1]	$ 55,274	$ 60,948	$ 66,442	$ 68,105	$ 70,384
Garfield County [1]	44,957	50,311	55,978	53,172	55,305
Pitkin County	102,940	126,741	131,562	136,025	143,812
Colorado	47,308	50,746	52,228	52,372	54,646
United States	44,826	47,025	48,940	49,831	51,640

[1] See "APPENDIX D—ECONOMIC AND DEMOGRAPHIC INFORMATION—Population."
Source: United States Department of Commerce, Bureau of Economic Analysis

Building Permit Activity

Glenwood Springs serves as the major center for business and professional services within the RFTA service area. The economy of the area is based on tourism, agriculture, warehousing, and light

industry. Development within RFTA's service area consists primarily of single family residential and commercial development. The following tables set forth building permit activity for Cities of Aspen and Glenwood Springs, the Towns of New Castle and Snowmass Village, and the Counties.

[***Kutak Rock to update***] [According to building officials at the Towns of Basalt, New Castle and Carbondale there has been limited development within the towns since 2009. Total permits issued in Basalt for 2011 and 2012 through June 30, 2012 totaled 79 and 34, respectively, having a total construction value of $8,563,650 and $6,707,611, respectively. In the Town of Carbondale there have been four permits issued for new single family home construction with no new multi-family or new commercial permits issued within the Town since January 1, 2009.]

History of Building Permit Activity in the City of Aspen

	Commercial Construction		Residential Construction	
Year	**Number of Permits**	**Value**	**Number of Permits**	**Value**
2014				
2015				
2016				
2017				
2018				
2019 [1]				

1 Building permits issued through [_____ 2019].
Source: Aspen/Pitkin County Building Department

History of Estimated Building Activity in the City of Glenwood Springs

	Single Family		Multi Family		Commercial	
Year	**Permits**	**Valuation**	**Permits**	**Valuation**	**Permits**	**Valuation**
2014	1	$ 4,812	0	$0	2	$2,208,600
2015	8	950,032	1	656,310	4	4,602,700
2016						
2017						
2018						
2019 [1]						

[1] Building permits issued through [_____ 2019]. [***Requested from the City***]
Source: City of Glenwood Springs Building Department

[**ADD NEW CASTLE TABLE IF DATA AVAILABLE. IF NOT, ADD NEW CASTLE TO THE NARRATIVE ABOVE RE: CARBONDALE AND BASALT**.]

Building Permit Issuances in the Town of Snowmass Village [1]

Year	Residential Permits	Commercial Permits	Total Permits Issued	Valuation
2014	113	23	136	$64,399,027
2015	102	15	117	38,451,849
2016				
2017				
2018				
2019 [2]				

[1] Includes permits issued for new construction, additions, and remodels.
[2] Building permits issued through _____, 2019.
Source: Town of Snowmass Village, Community Development.

History of Estimated Building Permits Issued in Unincorporated Eagle County [1]

Year	Permits	Valuation
2014	494	$ 95,723,134
2015	593	121,333,829
2016	680	119,499,389
2017	744	121,642,668
2018	690	156,563,412
2019 [2]	60	7,687,843

[1] See "APPENDIX D—ECONOMIC AND DEMOGRAPHIC INFORMATION—Population."
[2] Building permits issued through February 28, 2019.
Source: Eagle County Community Development.

History of Estimated Building Permits Issued for New Structures in Unincorporated Garfield County [1]

Year	Single Family Permits	Valuation	Commercial Permits	Valuation
2014	39	$10,117,560	58	$ 4,555,056
2015	79	21,679,919	41	11,269,058
2016	76	20,020,104	33	5,182,691
2017	81	22,456,111	22	4,290,079
2018	74	18,331,363	23	3,451,917
2019 [2]	10	2,983,351	3	4,514,280

[1] See "APPENDIX D—ECONOMIC AND DEMOGRAPHIC INFORMATION—Population."
[2] Building permits issued through March 31, 2019.
Source: Garfield County Building and Planning Department.

History of Building Permit Activity Unincorporated Pitkin County

	Non-residential Construction [1]		Residential Construction [1]	
Year	Number of Buildings	Value	Number of Units	Value
2014	42	$18,933,914	111	$153,293,227
2015	45	36,648,478	115	135,802,987
2016	24	5,640,783	74	53,380,172
2017	32	6,794,907	112	141,755,806
2018 [2]	44	9,732,974	89	117,270,706
2019	0	0	0	0

[1] Includes permits issued for new construction, additions and remodels.
[2] Building permits issued working totals through Q1 2019.
Source: Pitkin County Community Development.

Foreclosure Activity

The following table sets forth foreclosure activity in the Counties.

Foreclosures Filed

Year	Eagle County [1]	Percent Change	Garfield County [1]	Percent Change	Pitkin County	Percent Change
2014	103	--	150	--	28	--
2015	82	(20.39)%	87	(42.00)%	23	(17.86)%
2016	68	(17.07)	87	0.00	17	(26.09)
2017	57	(16.18)	73	(16.09)	14	(17.65)
2018	53	(7.02)	85	(16.44)	17	21.43
2019 [2]	9	--	17	--	1	--

[1] See "APPENDIX D—ECONOMIC AND DEMOGRAPHIC INFORMATION—Population."
[2] Foreclosures filed through March 29, 2019.
Sources: Eagle, Garfield and Pitkin County Public Trustees Offices

Retail Sales

The retail trade sector employs a large portion of the various communities and the County's work force and is important to the area's economy. According to the Colorado Department of Revenue, the department is currently experiencing a system problem that prevents the creation of retail sales reports and historical retail sales data subsequent to 2015; therefore, retail sales data has not been provided herein.

Employment

The following tables set forth historical labor force estimates and the most recent employment statistics by industry for the Counties.

Total Business Establishments and Employment—Eagle County [1]

Industry [2]	Third Quarter 2017		Third Quarter 2018		Quarterly Change	
	Units	Employment	Units	Employment	Units	Employment
Agriculture, Forestry, Fishing and Hunting	14	58	15	45	1	(13)
Mining	6	13	9	18	3	5
Utilities	8	62	6	52	(2)	(10)
Construction	640	3,451	642	3,581	2	130
Manufacturing	59	386	64	397	5	11
Wholesale Trade	126	409	132	461	6	52
Retail Trade	361	3,582	363	3,560	2	(22)
Transportation and Warehousing	83	598	82	665	(1)	67
Information	42	251	40	234	(2)	(17)
Finance and Insurance	127	475	129	481	2	6
Real Estate and Rental and Leasing	388	1,581	392	1,528	4	(53)
Professional and Technical Services	500	1,296	517	1,385	17	89
Management of Companies and Enterprises	28	97	30	101	2	4
Administrative and Waste Services	256	2,389	257	2,518	1	129
Educational Services	34	300	31	271	(3)	(29)
Health Care and Social Assistance	171	2,260	178	2,381	7	121
Arts, Entertainment and Recreation	89	2,919	85	2,910	(4)	(9)
Accommodation and Food Services	270	7,625	283	8,061	13	436
Other Services, Except Public Administration	232	1,025	240	1,024	8	(1)
Non-classifiable	0	0	-- [3]	-- [3]	-- [3]	-- [3]
Government	50	3,291	49	3,318	(1)	27
Total	3,484	32,069	3,546	33,003	62	934

[1] See "APPENDIX D—ECONOMIC AND DEMOGRAPHIC INFORMATION—Population."
[2] Information provided herein reflects only those employers who are subject to State unemployment insurance law.
[3] Information suppressed due to confidentiality as set forth in State law. Totals may not add because they include figures for all employment including suppressed information.
Source: Colorado Department of Labor and Employment

Total Business Establishments and Employment—Garfield County [1]

Industry [2]	Third Quarter 2017		Third Quarter 2018		Quarterly Change	
	Units	Employment	Units	Employment	Units	Employment
Agriculture, Forestry, Fishing and Hunting	42	225	39	205	(3)	(20)
Mining	71	1,069	64	1,075	(7)	6
Utilities	16	280	17	266	1	(14)
Construction	528	3,221	533	3,527	5	306
Manufacturing	64	424	59	450	(5)	26
Wholesale Trade	92	676	93	648	1	(28)
Retail Trade	257	3,072	256	3,105	(1)	33
Transportation and Warehousing	73	542	75	533	2	(9)
Information	33	149	35	154	2	5
Finance and Insurance	86	527	86	534	0	7
Real Estate and Rental and Leasing	153	766	152	804	(1)	38
Professional and Technical Services	333	1,148	350	1,220	17	72
Management of Companies and Enterprises	22	142	24	154	2	12
Administrative and Waste Services	156	1,430	156	1,325	0	(105)
Educational Services	30	266	28	284	(2)	18
Health Care and Social Assistance	193	2,710	190	2,729	(3)	19
Arts, Entertainment and Recreation	45	749	50	731	5	(18)
Accommodation and Food Services	194	3,344	206	3,387	12	43
Other Services, Except Public Administration	178	702	202	754	24	52
Non-classifiable	0	0	3	2	3	2
Government	69	5,105	68	5,239	(1)	134
Total	2,635	26,546	2,686	27,126	51	580

[1] See "APPENDIX D—ECONOMIC AND DEMOGRAPHIC INFORMATION—Population."
[2] Information provided herein reflects only those employers who are subject to state unemployment insurance law.
Source: Colorado Department of Labor and Employment

Total Business Establishments and Employment—Pitkin County

Industry [1]	Third Quarter 2017		Third Quarter 2018		Quarterly Change	
	Units	Employment	Units	Employment	Units	Employment
Agriculture, Forestry, Fishing and Hunting	11	130	10	116	(1)	(14)
Mining [2]	--	--	--	--	--	--
Utilities [2]	--	--	--	--	--	--
Construction	167	756	164	732	(3)	(24)
Manufacturing	15	129	13	125	(2)	(4)
Wholesale Trade	22	90	23	80	1	(10)
Retail Trade	221	1,323	230	1,400	9	77
Transportation and Warehousing	20	214	18	242	(2)	28
Information	42	158	39	163	(3)	5
Finance and Insurance	64	244	68	238	4	(6)
Real Estate and Rental and Leasing	244	1,276	252	1,248	8	(28)
Professional and Technical Services	293	759	306	809	13	50
Management of Companies and Enterprises	38	78	41	75	3	(3)
Administrative and Waste Services	113	1,035	113	1,170	0	135
Educational Services	16	352	15	372	(1)	20
Health Care and Social Assistance	77	388	81	375	4	(13)
Arts, Entertainment and Recreation	64	1,582	65	1,580	1	(2)
Accommodation and Food Services	158	4,478	164	4,466	6	(12)
Other Services, Except Public Administration	221	780	223	796	2	16
Non-classifiable [2]	--	--	--	--	--	--
Government	22	2,300	22	2,310	0	10
Total	1,812	16,080	1,851	16,308	39	228

[1] Information provided herein reflects only those employers who are subject to state unemployment insurance law.
[2] Information suppressed due to confidentiality as set forth in State law. Totals may not add because they include figures for all employment including suppressed information.
Source: Colorado Department of Labor and Employment

Labor Force Estimates

Year	Garfield County [1]		Eagle County [1]		Pitkin County		Colorado	
	Labor Force	Percent Unemployed	Labor Force	Percent Unemployed	Labor Force	Percent Unemployed	Labor Force	Percent Unemployed
2014	31,180	5.3%	32,403	4.2%	11,028	4.9%	2,802,528	5.0%
2015	30,501	4.1	32,784	3.1	10,749	3.8	2,828,876	3.9
2016	31,024	3.4	33,758	2.7	10,747	3.3	2,896,771	3.2
2017	31,560	2.8	34,845	2.2	10,995	3.0	2,992,412	2.7
2018	32,479	3.2	36,207	2.7	11,363	3.8	3,096,358	3.3
2019 [2]	33,536	4	38,739	2.9	11,547	2.9	3,125,796	3.9

[1] See "APPENDIX D—ECONOMIC AND DEMOGRAPHIC INFORMATION—Population."
[2] Labor force estimates through February 28, 2019.
Source: State of Colorado, Division of Employment and Training, Labor Market Information, *Colorado Labor Force Review*

The following table sets forth selected major employers in the area. No independent investigation has been made of and there can be no representation as to the stability or financial condition of the entities listed below, or the likelihood that they will maintain their status as major employers in the area.

2017 Selected Major Employers in the Area[1]

Firm	Product or Service	Estimated Employees
Aspen Skiing Company	Ski Areas/Resort	3,400
Valley View Hospital	Hospital	859
Grand River Health	Healthcare	520
Grand River Hospital District	Healthcare	440
Little Nell Hotel	Hotel	400
Roaring Fork Transportation Authority	Transportation/ Government	351
St. Regis Aspen	Hotel	350
City of Aspen	Government	322
Pitkin County	Government	303
Colorado Mountain College	College	300

[1] Excludes certain employers in Eagle County that are not located in RFTA's service area. See "APPENDIX D—ECONOMIC AND DEMOGRAPHIC INFORMATION—Population."
Source: 2017 CAFRs Eagle, Garfield and Pitkin Counties.

Tourism

Year round tourism and skiing related businesses account for a significant portion of the employment and earned income of area residents. The area provides a variety of winter activities including skiing, ice fishing, camping, Nordic skiing, ice skating snowmobiling, and snowshoeing. Summer activities include golfing, bicycling, boating, fishing, rafting and kayaking, horseback riding, camping, hiking, and cultural activities. Major tourist attractions within the area include: the Hot Springs Lodge and Pool located in the City of Glenwood Springs, open year round, which is one of the largest naturally heated outdoor mineral pools in the world; the Colorado and Roaring Fork Rivers, which provide for white water rafting and fishing; and the two million acre White River National Forest which offers hiking, camping, hunting, snowmobiling, and downhill and cross country skiing

The Ski Industry in the State. Colorado Ski Country USA ("CSCUSA"), is the not-for-profit trade association representing 24 of Colorado's 34 ski and snowboard resorts. Among the areas not included in CSCUSA's statistics are the Vail Resorts and its four ski areas of Vail, Beaver Creek, Keystone and Breckenridge. On June 11, 2018, CSCUSA reported that skier visits for the 2017/2018 ski season totaled approximately 7.1 million visitors at its 24 member ski resorts. Although skier visits were down approximately 2% from the 2016/2017 season, the total is just slightly ahead of the five-year average.

There are five major ski areas in RFTA's service area including Aspen Mountain, Aspen Highlands, Buttermilk, Snowmass, and Sunlight. In addition, Vail, Beaver Creek and Powderhorn ski resorts are within approximately 90 minute drives from Glenwood Springs, presuming normal road and traffic conditions.

Pitkin County Ski Industry. The ski industry in Pitkin County has expanded from a one mountain operation in 1946 to four mountains today. The ski area operator is the Aspen Skiing Company

("ASC"). Its operation includes Aspen Highlands, Aspen Mountain, Buttermilk and Snowmass. In addition to the four on-mountain ski and snowboard operations, ASC operates two hotels, Little Nell Hotel and the Limelight Lodge in Aspen, a private residences club, restaurants, and retail and rental shops.

Development. As reported by ASC, located at the base of Snowmass Ski Area in the heart of Snowmass Village, Colo., Snowmass Base Village ("SBV") is a $600 million mountain-resort development, currently the largest under construction in North America. This approximately 10-year project will add lodging, residences and amenities to the world-class resort. Completion of the first phase of SBV construction was slated for November 2018, with the grand opening being held in mid-December 2018, and includes the Limelight Hotel, ski-in/ski-out residences, public events plaza with ice skating rink and community building.

Garfield County Ski Industry. Garfield County is home to Sunlight Mountain Resort ("Sunlight"). Sunlight offers more than 680 acres of skiable terrain and a nice mix of beginner, intermediate, and expert terrain, skiers and snowboarders of all ability levels. Sunlight also offers approximately 29 kilometers of groomed cross country and snowshoe trails.

APPENDIX E

FORM OF BOND COUNSEL OPINION

_____ __, 2019

Roaring Fork Transportation Authority
Carbondale, Colorado

RBC Capital Markets, LLC
Denver, Colorado

$_____*
ROARING FORK TRANSPORTATION AUTHORITY
(in the State of Colorado)
SALES AND USE TAX
REVENUE REFUNDING AND IMPROVEMENT BONDS
SERIES 2019

[***To Come***]

APPENDIX F

BOOK-ENTRY-ONLY SYSTEM

The information in this section concerning The Depository Trust Company ("DTC") New York, New York and DTC's book-entry-only system has been obtained from DTC, and RFTA and Underwriter take no responsibility for the accuracy thereof.

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully registered certificate will be issued for the Bonds, as set forth on the cover page hereof, in the aggregate principal amount of each maturity of the Bonds 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. 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 & 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 Global Ratings rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of the Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants remain responsible for keeping accounts 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 the Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of the Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices will be sent to DTC. If less than all of the Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

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

Redemption proceeds, distributions, and dividend payments on the Bonds are to 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 RFTA or Paying Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Paying Agent or District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other name as may be requested by an authorized representative of DTC) is the responsibility of RFTA or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

A Beneficial Owner shall give notice to elect to have its Bonds purchased or tendered, through its Participant, to Tender or Remarketing Agent, and shall effect delivery of such Bonds by causing the Direct Participant to transfer the Participant's interest in the Bonds, on DTC's records, to Tender or Remarketing Agent. The requirement for physical delivery of the Bonds in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Bonds are transferred by Direct Participants on DTC's records and followed by a book-entry credit for tendered Bonds to Tender or Remarketing Agent's DTC account.

DTC may discontinue providing its services as securities depository with respect to the Bonds at any time by giving reasonable notice to RFTA or the Paying Agent. Under such circumstances, in the event that a successor securities depository is not obtained, Bond certificates are required to be printed and delivered.

RFTA may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, bond certificates will be printed and delivered to DTC.