



August 31, 2023

Notice of Listed Event – Modification to Rights of Security Holders;
Modification to Terms of Financial Obligation

In accordance with the continuing disclosure undertakings made by the Hampton Roads Sanitation District (the “District”) in connection with the issuance of the bonds identified on Exhibit A hereto (the “Bonds”), notice of the following event with respect to the District is hereby provided:

The District and The Bank of New York Mellon Trust Company, N.A., as trustee, have entered into the Trust Agreement (Securing Senior Obligations), dated as of March 1, 2008, between the District and The Bank of New York Mellon Trust Company, N.A., as trustee, as amended and supplemented (the “Senior Trust Agreement”).

The District and The Bank of New York Mellon Trust Company, N.A., as trustee, have also entered into the Trust Agreement (Securing Subordinate Obligations), dated as of October 1, 2011, as amended and restated as of March 1, 2016, between the District and The Bank of New York Mellon Trust Company, N.A., as trustee, as amended and supplemented (the “Subordinate Trust Agreement”).

The District and the Virginia Resources Authority (the “Authority”), as Administrator of the Virginia Water Facilities Revolving Fund, have entered into a Sixth Amendment, dated as of August 1, 2023, effective as of August 31, 2023 (the “VRA Master Financing Agreement Amendment”), to the Master Financing Agreement, dated as of February 1, 2016, by and between the District and the Authority, as previously amended and supplemented (the “Existing VRA Master Financing Agreement”).

Pursuant to the Existing VRA Master Financing Agreement relating to obligations issued to the Authority and secured under the Senior Trust Agreement (“VRA Senior Bonds”) and obligations issued to the Authority and secured under the Subordinate Trust Agreement (“VRA Subordinate Obligations” and collectively with the VRA Senior Bonds, the “VRA Obligations”), the Authority and the District have agreed that, under certain conditions set forth in the Existing VRA Master Financing Agreement, some or all of the VRA Senior Bonds will become VRA Subordinate Obligations secured as Parity Obligations under the Subordinate Trust Agreement and will no longer be Senior Obligations secured under the Senior Trust Agreement (the “Migrating VRA Senior Bonds”). The Migrating VRA Senior Bonds will, from time to time, convert from VRA Senior Bonds to VRA Subordinate Obligations, subject to the conditions set forth in the VRA Master Financing Agreement.

The District has met the conditions set forth in the Existing VRA Master Financing Agreement for all remaining VRA Senior Bonds in the aggregate outstanding principal amount of \$22,817,880.56 (as of August 31, 2023) to convert from Senior Obligations to VRA Subordinate Obligations, as described in Exhibit B hereto.

Accordingly, all VRA Obligations that were previously VRA Senior Bonds have become VRA Subordinate Obligations.

No representation is made as to the correctness of the CUSIP numbers either on the Bonds or in this Notice.

Sincerely,

A handwritten signature in black ink, appearing to read 'Steven G. de Mik', is written over a white background.

Steven G. de Mik
Deputy General Manager and CFO
Hampton Roads Sanitation District

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Commissioners: Stephen C. Rodriguez, Chair • Frederick N. Elofson, CPA, Vice-Chair • Vishnu K. Lakdawala, PhD
Michael E. Glenn • Willie Levenston, Jr. • Elizabeth A. Taraski, PhD • Nancy J. Stern • Ann W. Templeman
www.hrsd.com

Exhibit A

MIGRATING VRA SENIOR BONDS THAT BECAME VRA SUBORDINATE OBLIGATIONS EFFECTIVE AS OF
AUGUST 31, 2023

Hampton Roads Sanitation District Wastewater Revenue Bonds, Series 2009, dated May 28, 2009 (Nansemond Treatment Plant Project), as amended on September 11, 2015, February 17, 2022, and August 31, 2023 (principal amount of \$9,218,501.64 outstanding on August 31, 2023).

Hampton Roads Sanitation District Wastewater Revenue Bonds, Series 2009, dated November 20, 2009 (James River Treatment Plant Project), as amended on September 11, 2015, February 17, 2022, and August 31, 2023 (principal amount of \$6,126,208.58 outstanding on August 31, 2023).

Hampton Roads Sanitation District Wastewater Revenue Bonds, Series 2009, dated December 18, 2009 (Interceptor System Metering Project), as amended on September 11, 2015, February 17, 2022, and August 31, 2023 (principal amount of \$4,759,861.55 outstanding on August 31, 2023).

Hampton Roads Sanitation District Wastewater Revenue Bonds, Series 2010, dated June 29, 2010 (Williamsburg Oxidation Towers Project), as amended on August 31, 2016, and August 31, 2023 (principal amount of \$2,713,308.79 outstanding on August 31, 2023).

Exhibit B

Bond Series	Maturity Date	CUSIP #
Wastewater Revenue Bonds, Series 2009B	November 1, 2023	409327DU4
Wastewater Revenue Bonds, Series 2009B	November 1, 2029	409327DR1
Wastewater Revenue Bonds, Series 2009B	November 1, 2039	409327DS9
Wastewater Revenue Bonds, Series 2014A	July 1, 2024	409327GL1
Wastewater Revenue Bonds, Series 2014A	July 1, 2025	409327GM9
Wastewater Revenue Bonds, Series 2016A	August 1, 2024	409327HC0
Wastewater Revenue Bonds, Series 2016A	August 1, 2025	409327HU0
Wastewater Revenue Bonds, Series 2016A	August 1, 2025	409327HD8
Wastewater Revenue Bonds, Series 2016A	August 1, 2026	409327HV8
Wastewater Revenue Bonds, Series 2016A	August 1, 2027	409327JU8
Wastewater Revenue Bonds, Series 2016A	August 1, 2028	409327JV6
Wastewater Revenue Bonds, Series 2016A	August 1, 2029	409327HG1
Wastewater Revenue Bonds, Series 2016A	August 1, 2032	409327HW6
Wastewater Revenue Bonds, Series 2016A	August 1, 2035	409327HS5
Wastewater Revenue Bonds, Series 2016A	August 1, 2036	409327HT3
Variable Rate Wastewater Revenue Bonds - Series 2016B	August 1, 2046	409327HZ9
Wastewater Revenue Bonds - Series 2017A	October 1, 2027	409327JA2
Wastewater Revenue Bonds - Series 2017A	October 1, 2028	409327JB0
Wastewater Revenue Bonds - Series 2017A	October 1, 2029	409327JC8
Wastewater Revenue Bonds - Series 2017A	October 1, 2030	409327JD6
Wastewater Revenue Bonds - Series 2017A	October 1, 2031	409327JE4
Wastewater Revenue Bonds - Series 2017A	October 1, 2032	409327JF1
Wastewater Revenue Bonds - Series 2017A	October 1, 2033	409327JG9
Wastewater Revenue Bonds - Series 2017A	October 1, 2037	409327JK0
Wastewater Revenue Bonds - Series 2017A	October 1, 2038	409327JL8
Wastewater Revenue Bonds - Series 2017A	October 1, 2039	409327JM6
Wastewater Revenue Bonds - Series 2017A	October 1, 2040	409327JN4
Wastewater Revenue Bonds - Series 2017A	October 1, 2041	409327JP9
Wastewater Revenue Bonds - Series 2017A	October 1, 2042	409327JQ7
Wastewater Revenue Bonds - Series 2017A	October 1, 2043	409327JR5

Exhibit B
Continued

Bond Series	Maturity Date	CUSIP #
Wastewater Revenue Bonds - Series 2018A	October 1, 2023	409327KB8
Wastewater Revenue Bonds - Series 2018A	October 1, 2024	409327KC6
Wastewater Revenue Bonds - Series 2018A	October 1, 2025	409327KD4
Wastewater Revenue Bonds - Series 2018A	October 1, 2026	409327KE2
Wastewater Revenue Bonds - Series 2018A	October 1, 2027	409327KF9
Wastewater Revenue Bonds - Series 2018A	October 1, 2028	409327KG7
Wastewater Revenue Bonds - Series 2018A	October 1, 2029	409327KH5
Wastewater Revenue Bonds - Series 2018A	October 1, 2030	409327KJ1
Wastewater Revenue Bonds - Series 2018A	October 1, 2031	409327KK8
Wastewater Revenue Bonds - Series 2018A	October 1, 2032	409327KL6
Wastewater Revenue Bonds - Series 2018A	October 1, 2033	409327KM4
Subordinate Wastewater Revenue Bonds Refunding Series 2019	February 1, 2024	409327LC5
Subordinate Wastewater Revenue Bonds Refunding Series 2019	February 1, 2025	409327LD3
Subordinate Wastewater Revenue Bonds Refunding Series 2019	February 1, 2026	409327LE1
Subordinate Wastewater Revenue Bonds Refunding Series 2019	February 1, 2027	409327LF8
Subordinate Wastewater Revenue Bonds Refunding Series 2019	February 1, 2028	409327LG6
Subordinate Wastewater Revenue Bonds Refunding Series 2019	February 1, 2029	409327LH4
Subordinate Wastewater Revenue Bonds Refunding Series 2019	February 1, 2030	409327LJ0
Subordinate Wastewater Revenue Bonds Refunding Series 2019	February 1, 2031	409327LK7
Subordinate Wastewater Revenue Bonds Refunding Series 2019	February 1, 2032	409327LL5
Subordinate Wastewater Revenue Bonds Refunding Series 2019	February 1, 2033	409327LM3
Subordinate Wastewater Revenue Bonds Refunding Series 2019	February 1, 2034	409327LN1
Subordinate Wastewater Revenue Bonds Refunding Series 2019	February 1, 2035	409327LP6
Subordinate Wastewater Revenue Bonds Refunding Series 2019	February 1, 2039	409327LQ4
WIFIA Loan - SWIFT - Tranche 1 Project	April 1, 2060	409327LR2
WIFIA Loan - SWIFT - Tranche 2 Project	June 1, 2060	409327LS0