



April 9, 2024

Notice of Listed Event – Incurrence 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”), the District is providing notice of its incurrence of a financial obligation.

The District entered into a Credit Agreement, dated as of October 30, 2015 (the “Credit Agreement”), with Bank of America, N.A. (the “Bank”), pursuant to which the Bank provided a line of credit in the aggregate principal amount of up to \$90,000,000 (the “Line of Credit”). In August 2016, the District reduced the maximum outstanding authorization on the Line of Credit to \$1,000,000 and extended the termination date of the Line of Credit to June 30, 2017.

Pursuant to the Second Amendment, dated as of April 5, 2017, the termination date of the Credit Agreement was extended to June 30, 2018. Pursuant to the Third Amendment, dated as of May 31, 2018, the termination date of the Credit Agreement was extended to June 30, 2019. Pursuant to the Fourth Amendment, dated as of June 6, 2019, the termination date of the Credit Agreement was extended to June 30, 2020. Pursuant to the Fifth Amendment, dated as of April 30, 2020, the District increased the maximum outstanding authorization on the Line of Credit to \$50,000,000, and the termination date of the Credit Agreement was extended to April 29, 2021.

Pursuant to the Amended and Restated Credit Agreement, dated as of April 29, 2021 (as so amended and restated, the “Amended and Restated Credit Agreement”), the maximum outstanding authorization on the Line of Credit remained at \$50,000,000, the termination date of the Credit Agreement was extended to June 30, 2022, and the method of calculating interest on amounts outstanding under the Line of Credit was amended.

Pursuant to the Second Amended and Restated Credit Agreement, dated as of June 30, 2022 (as so amended and restated, the “Second Amended and Restated Credit Agreement”), the maximum outstanding authorization on the Line of Credit was increased to \$100,000,000 (except as described below), the termination date of the Credit Agreement was extended to June 30, 2025, and the method of calculating interest on amounts outstanding under the Line of Credit was amended.

In addition, the Second Amended and Restated Credit Agreement provides that the District may request the Bank to increase the maximum authorization on the Line of Credit to up to \$300,000,000, subject to the Bank’s approval, in its sole discretion.

Pursuant to the First Amendment to Second Amended and Restated Credit Agreement, dated as of August 30, 2023 (as so amended, the “2023 Amended Credit Agreement”), the maximum outstanding authorization on the Line of Credit was increased to \$200,000,000 (except as described below).

Finance Department • PO Box 5915, Virginia Beach, VA 23471-0915 • 757.460-2261 • Fax 757.460.8763

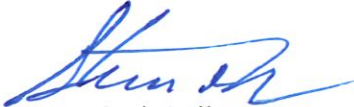
**Our Promise: We promise to treat wastewater and recover natural resources to protect public health and the environment.
Our Vision: Our communities will have clean waterways and reliable water resources for generations to come.
www.hrsd.com**

Pursuant to the Second Amendment to Second Amended and Restated Credit Agreement, dated as of April 9, 2024 (as so amended, the "2024 Amended Credit Agreement"), the maximum outstanding authorization on the Line of Credit has been increased to \$300,000,000, and the method of calculating interest on amounts outstanding under the Line of Credit was amended.

The District does not anticipate providing periodic notice of the execution of draws under the Line of Credit, unless required under its Rule 15c2-12 undertakings (for example in the event of a material modification to the 2024 Amended Credit Agreement, such as an extension of the termination date or a change in the maximum outstanding authorization). The District does, however, reserve the right to make additional voluntary filings in the future.

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 blue ink, appearing to read "Steven G. de Mik".

Steven G. de Mik
Deputy General Manager and Chief Financial Officer
Hampton Roads Sanitation District

Bond Series	Maturity Date	CUSIP #
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
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 2019A	February 1, 2025	409327LD3
Subordinate Wastewater Revenue Bonds Refunding Series 2019A	February 1, 2026	409327LE1
Subordinate Wastewater Revenue Bonds Refunding Series 2019A	February 1, 2027	409327LF8
Subordinate Wastewater Revenue Bonds Refunding Series 2019A	February 1, 2028	409327LG6
Subordinate Wastewater Revenue Bonds Refunding Series 2019A	February 1, 2029	409327LH4
Subordinate Wastewater Revenue Bonds Refunding Series 2019A	February 1, 2030	409327LJ0
Subordinate Wastewater Revenue Bonds Refunding Series 2019A	February 1, 2031	409327LK7
Subordinate Wastewater Revenue Bonds Refunding Series 2019A	February 1, 2032	409327LL5
Subordinate Wastewater Revenue Bonds Refunding Series 2019A	February 1, 2033	409327LM3
Subordinate Wastewater Revenue Bonds Refunding Series 2019A	February 1, 2034	409327LN1

Exhibit A
Continued

Bond Series	Maturity Date	CUSIP #
Subordinate Wastewater Revenue Bonds Refunding Series 2019A	February 1, 2035	409327LP6
Subordinate Wastewater Revenue Bonds Refunding Series 2019A	February 1, 2039	409327LQ4
WIFIA Loan - SWIFT - Tranche 1 Project	April 1, 2060	409327LR2
WIFIA Loan - SWIFT - Tranche 2 Project	June 1, 2060	409327LS0