

**NEW ISSUE - FULL BOOK-ENTRY ONLY**

**RATINGS (Long-Term/Short-Term):**  
**Standard & Poor's: ....AA/A-1+**  
**Fitch: ....AA/F1+**

*In the opinion of Bond Counsel, assuming compliance with the provisions of the Internal Revenue Code of 1986, as amended (the "Code"), as described herein, and subject to the conditions described in "TAX MATTERS" herein, interest on the Series 2016B Bonds will not be includable in the gross income of the owners thereof for federal income tax purposes under existing law. Interest on the Series 2016B Bonds will not be a specific preference item for purposes of calculating the federal alternative minimum taxable income of individuals or corporations but will be included in the calculation of a corporation's federal alternative minimum tax liability. The District's Enabling Act provides that the Series 2016B Bonds, their transfer and the income therefrom, including any profit made on the sale thereof, shall be exempt from taxation by the Commonwealth of Virginia and by any political subdivision thereof. See "TAX MATTERS" herein for certain provisions regarding the Code that may affect the tax treatment of interest on the Series 2016B Bonds for certain bondholders.*



**\$50,000,000**  
**Hampton Roads Sanitation District, Virginia**  
**Subordinate Wastewater Revenue Bonds,**  
**Series 2016B**

**Dated: Date of Issue****Price: 100%****CUSIP No. 409327HZ9<sup>†</sup>****Due: August 1, 2046**

The Series 2016B Bonds are being issued under an Amended and Restated Trust Agreement, dated as of March 1, 2016, as amended and supplemented (the "Trust Agreement"), between the Hampton Roads Sanitation District (the "District") and The Bank of New York Mellon Trust Company, N.A., as trustee (in such capacity, the "Trustee"). The proceeds of the Series 2016B Bonds will be used, together with other available funds of the District, (i) to finance a portion of the cost of the District's Capital Improvement Program (as defined herein) and (ii) to refund the District's Subordinate Wastewater Revenue Bonds, Series 2011.

The Series 2016B Bonds may bear interest in either a Weekly Period or a Long-Term Period. The Series 2016B Bonds will be initially issued in a Weekly Interest Rate Period to bear interest at the Weekly Interest Rate and will remain in the Weekly Period until converted to the Long-Term Period as described under "THE SERIES 2016B BONDS – Form and Terms of Series 2016B Bonds" and "– Conversion" herein. While the Series 2016B Bonds bear interest at the Weekly Interest Rate, interest on the Series 2016B Bonds will be paid on the first Business Day of each month, commencing May 1, 2016. Information regarding the initial interest rate on the Series 2016B Bonds, subsequent interest rates, and Interest Rate Periods may be obtained from J. P. Morgan Securities LLC, as Remarketing Agent for the Series 2016B Bonds.

The Series 2016B Bonds are issuable as registered bonds without coupons and will be initially registered only in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), serving as securities depository for the Series 2016B Bonds. While bearing interest at the Weekly Interest Rate, the Series 2016B Bonds will be available to purchasers in denominations of \$100,000, and any whole multiple of \$5,000 in excess of \$100,000, only under the book-entry system maintained by DTC through brokers and dealers that are, or that act through, DTC Participants. Principal and interest will be paid by the Trustee as bond registrar to DTC or its nominee which will remit the payments to the DTC Participants for subsequent disbursement. See "THE SERIES 2016B BONDS—Book-Entry Only System" herein.

**Liquidity to pay the purchase price of the Series 2016B Bonds that are tendered and not remarketed will be provided by the District. It is not anticipated that a Credit Facility will be provided by any other party. Prospective purchasers of the Series 2016B Bonds should rely solely on the ability of the District to provide for the purchase of the Series 2016B Bonds that are tendered and not remarketed. The failure of the District to pay the purchase price of any Series 2016B Bond tendered by the holder thereof and not remarketed would constitute an Event of Default under the Trust Agreement.**

The Series 2016B Bonds are subject optional and mandatory redemption prior to maturity as described herein.

THE SERIES 2016B BONDS ARE SPECIAL OBLIGATIONS OF THE DISTRICT PAYABLE SOLELY FROM THE NET REVENUES AVAILABLE FOR DEBT SERVICE AND OTHER FUNDS PLEDGED TO SECURE THE SERIES 2016B BONDS UNDER THE TRUST AGREEMENT. THE SERIES 2016B BONDS SHALL NOT BE DEEMED TO CONSTITUTE A DEBT, OR A PLEDGE OF THE FAITH AND CREDIT, OF THE COMMONWEALTH OF VIRGINIA OR OF ANY COUNTY, CITY, TOWN OR POLITICAL SUBDIVISION THEREOF. THE ISSUANCE OF THE SERIES 2016B BONDS SHALL NOT DIRECTLY OR INDIRECTLY OR CONTINGENTLY OBLIGATE THE COMMONWEALTH OF VIRGINIA OR ANY COUNTY, CITY, TOWN OR POLITICAL SUBDIVISION THEREOF TO LEVY OR TO PLEDGE ANY FORM OF TAXATION WHATEVER THEREFOR.

This cover page contains certain information for quick reference only. It is not a summary of this issue. Investors must read the entire Official Statement to obtain information essential to making an informed investment decision.

*The Series 2016B Bonds are offered when, as and if issued, subject to the approving opinion of Sidley Austin LLP, Washington, D.C., Bond Counsel, and to certain other conditions. Certain legal matters will be passed upon for the District by Kellam, Pickrell, Cox, Tayloe & Anderson, a Professional Corporation, Norfolk, Virginia, and for the Underwriter by Kaufman & Canoles, P.C., Norfolk, Virginia. The Series 2016B Bonds are expected to be available for delivery to The Depository Trust Company in New York, New York, on or about April 1, 2016.*

**J.P. Morgan**

March 25, 2016 (The Official Statement dated March 23, 2016 omitted pages 46-68 of Appendix A. Such pages are included herein.)

<sup>†</sup> CUSIP® is a registered trademark of the American Bankers Association. The CUSIP number listed above is being provided solely for the convenience of bondholders only, and the District does not make any representation with respect to such number or undertake any responsibility for its accuracy. The CUSIP number is subject to being changed after the issuance of the Series 2016B Bonds as a result of various subsequent actions including, but not limited to, a change in mode or defeasance as a whole or in part of the Series 2016B Bonds.