

**NOTICE OF SALE
AND
BIDDING INSTRUCTIONS**

ON

\$388,185,000*
**TARRANT REGIONAL WATER DISTRICT
A WATER CONTROL AND IMPROVEMENT DISTRICT,
WATER SYSTEM REVENUE REFUNDING BONDS, TAXABLE SERIES 2020B**

Sealed Bids Due Thursday, October 22, 2020, at 11:00 AM, CDT

THE SALE

TAXABLE SERIES 2020B BONDS OFFERED FOR SALE AT COMPETITIVE BIDDING . . . The Tarrant Regional Water District, A Water Control and Improvement District (the "District") is offering for sale its \$388,185,000* Water System Revenue Refunding Bonds, Taxable Series 2020B (the "Taxable Series 2020B Bonds"). Bidders may submit bids for the Taxable Series 2020B Bonds by any of the following methods:

- (1) Deliver bids directly to the District as described below in "Bids Delivered to the District;"
- (2) Submit bids electronically as described below in "Electronic Bidding Procedures;" or
- (3) Submit bids by telephone or facsimile as described below in "Bids by Telephone or Facsimile."

BIDS DELIVERED TO DISTRICT . . . Sealed bids, plainly marked "Bid for Taxable Series 2020B Bonds," should be addressed and delivered to Ms. Laura Alexander, Hilltop Securities Inc. ("HilltopSecurities"), 777 Main Street, Suite 1525, Fort Worth, Texas 76102, prior to 11:00 AM, CDT, on the date of the bid opening. All bids must be submitted on the Official Bid Form, without alteration or interlineations.

ELECTRONIC BIDDING PROCEDURE . . . Any prospective bidder that intends to submit an electronic bid must submit its electronic bid through the facilities of PARITY. Subscription to i-Deal's BIDCOMP Competitive Bidding System is required in order to submit an electronic bid. The District will neither confirm any subscription nor be responsible for the failure of any prospective bidder to subscribe. Bidders submitting an electronic bid shall not be required to submit Official Bid Forms.

An electronic bid made through the facilities of PARITY shall be deemed an irrevocable offer to purchase the Taxable Series 2020B Bonds on the terms provided in this Notice of Sale, and shall be binding upon the bidder as if made by a signed, sealed bid delivered to the District. The District shall not be responsible for any malfunction or mistake made by, or as a result of the use of the facilities of, PARITY, the use of such facilities being the sole risk of the prospective bidder.

If any provisions of this Notice of Sale shall conflict with information provided by PARITY as the approved provider of electronic bidding services, this Notice of Sale shall control. Further information about PARITY, including any fee charged, may be obtained from Parity Customer Support, 40 West 23rd Street, 5th Floor, New York, New York 10010, (212) 404-8102.

For purposes of the bidding process, the time as maintained by i-Deal shall constitute the official time. **For information purposes only, bidders are requested to state in their electronic bids the true interest cost to the District, as described under "Basis for Award" below. All electronic bids shall be deemed to incorporate the provisions of this Notice of Sale and the Official Bid Form. The winning bidder shall submit a signed bid form if not previously submitted.**

BIDS BY TELEPHONE OR FACSIMILE . . . Bidders must submit, prior to October 22, 2020, SIGNED Official Bid Forms to Laura Alexander, HilltopSecurities, 777 Main Street, Suite 1525, Fort Worth, Texas 76102, and submit their bid by telephone or facsimile (fax) on the date of the sale.

Telephone bids will be accepted at (817) 332-9710, between 10:00 AM, CDT and 11:00 AM, CDT on the date of the sale.

Fax bids will be received between 10:00 AM, CDT and 11:00 AM, CDT, on the date of the sale at (817) 348-5869, attention: Soyya Chumley.

HilltopSecurities will not be responsible for submitting any bids received after the above deadlines.

The District and HilltopSecurities are not responsible if such telephone or facsimile numbers are busy which prevents a bid or bids from being submitted on a timely basis. HilltopSecurities will not be responsible for submitting any bids received after the above deadlines.

* Preliminary, subject to change. See "Adjustment of Principal Amount and/or Types of Bids" herein.

HilltopSecurities, Kipling Jones & Co., and the District assumes no responsibility or liability with respect to any irregularities associated with the submission of bids if any options are exercised.

PLACE AND TIME OF BID OPENING . . . The bids for the Taxable Series 2020B Bonds will be publicly opened and read in the Co-Financial Advisor's office at HilltopSecurities, 777 Main Street, Suite 1525, Fort Worth, Texas 76102, at 11:00 AM, CDT, October 22, 2020.

EXTENSION OF SALE DATE . . . The District reserves the right to extend the date and/or time for the receipt of bids by giving notice, by Parity, not later than 1:00 PM, CDT, on October 21, 2020, of the new date and time for receipt of bids. Such notice shall be considered an amendment to this Official Notice of Sale and Bidding Instructions.

AWARD OF THE TAXABLE SERIES 2020B BONDS . . . On October 20, 2020, the District will adopt a Resolution (the "Resolution") authorizing the Taxable Series 2020B Bonds and approving the Preliminary Official Statement. In the Resolution the Board of Directors delegated pricing of the Taxable Series 2020B Bonds, and certain other matters, to an "Authorized Officer" who will execute an "Approval Certificate" on the date of the bid opening to award the sale of the Taxable Series 2020B Bonds, or will reject all bids.

THE TAXABLE SERIES 2020B BONDS

DESCRIPTION . . . The Taxable Series 2020B Bonds will be dated November 1, 2020. Interest will accrue from the date of initial delivery (the "Delivery Date") (expected to be December 3, 2020) to the Purchaser (hereinafter defined) and will be payable on March 1, 2021, and each September 1 and March 1 thereafter until the earlier of maturity or prior redemption. The Taxable Series 2020B Bonds will be issued only in fully registered form in any integral multiple of \$5,000 for any one maturity. The Taxable Series 2020B Bonds will mature on March 1 in each year as follows:

MATURITY SCHEDULE*

<u>Maturity</u>	<u>Principal Amount</u>	<u>Maturity</u>	<u>Principal Amount</u>	<u>Maturity</u>	<u>Principal Amount</u>
3/1/2021	\$ 15,325,000	3/1/2031	24,185,000	3/1/2040	\$ 12,450,000
3/1/2022	6,685,000	3/1/2032	24,375,000	3/1/2041	12,790,000
3/1/2023	6,730,000	3/1/2033	24,595,000	3/1/2042	13,140,000
3/1/2024	6,615,000	3/1/2034	24,855,000	3/1/2043	13,505,000
3/1/2025	6,145,000	3/1/2035	11,025,000	3/1/2044	13,880,000
3/1/2026	6,220,000	3/1/2036	11,260,000	3/1/2045	14,260,000
3/1/2027	6,305,000	3/1/2037	11,525,000	3/1/2046	14,660,000
3/1/2028	6,140,000	3/1/2038	11,820,000	3/1/2047	15,095,000
3/1/2029	6,240,000	3/1/2039	12,125,000	3/1/2048	15,515,000
3/1/2030	24,765,000			3/1/2049	15,955,000

OPTIONAL REDEMPTION . . . The District reserves the right, at its option, to redeem Taxable Series 2020B Bonds having stated maturities on and after March 1, 2030, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof, on September 1, 2029, or any date thereafter, at a price equal to the principal amount thereof plus accrued interest to the date fixed for redemption.

SERIAL TAXABLE SERIES 2020B BONDS AND/OR TAXABLE SERIES 2020B TERM BONDS . . . Bidders may provide that all of the Taxable Series 2020B Bonds be issued as serial Taxable Series 2020B Bonds or may provide that any two or more consecutive annual principal amounts be combined into one or more term Taxable Series 2020B Bonds.

MANDATORY SINKING FUND . . . If the successful bidder elects to alter the Maturity Schedule reflected above and convert principal amounts of the Serial Taxable Series 2020B Bonds into "Taxable Series 2020B Term Bonds", such Taxable Series 2020B Term Bonds shall be subject to mandatory redemption on the dates and in the principal amounts that would have been due and payable in the Maturity Schedule shown above had no conversion to Taxable Series 2020B Term Bonds occurred. At least thirty (30) days prior to each mandatory redemption date, the Paying Agent/Registrar shall select by lot the Taxable Series 2020B Term Bonds to be redeemed and cause a notice of redemption to be given in the manner provided in the Preliminary Official Statement.

The principal amount of the Taxable Series 2020B Term Bonds required to be redeemed pursuant to the operation of such mandatory redemption provisions may be reduced, at the option of the District, by the principal amount of the Taxable Series 2020B Term Bonds of the same maturity which at least 45 days prior to mandatory redemption date (i) shall have been acquired by the District and delivered to the Paying Agent/Registrar for cancellation and shall have been purchased and cancelled by the Paying Agent/Registrar at the request of the District or (ii) shall have been redeemed pursuant to the optional redemption provisions and not theretofore credited against a mandatory redemption requirement.

A final official statement will incorporate the mandatory redemption provisions for the Taxable Series 2020B Term Bonds in the event the successful bidder elects to convert serial maturities into one or more Taxable Series 2020B Term Bonds.

* Preliminary, subject to change. See "Adjustment of Principal Amount and/or Types of Bids" herein.

BOOK-ENTRY-ONLY SYSTEM . . . The District intends to utilize the Book-Entry-Only System of The Depository Trust Company ("DTC"). See "THE BONDS - Book-Entry-Only System" in the Official Statement.

PAYING AGENT/REGISTRAR . . . The initial Paying Agent/Registrar shall be BOKF, NA, Dallas, Texas (see "THE BONDS - Paying Agent/Registrar" in the Official Statement).

SOURCE OF PAYMENT . . . The Taxable Series 2020B Bonds, together with the "Outstanding Bonds" and any "Additional Bonds", as defined in this Resolution authorizing the Taxable Series 2020B Bonds are special obligations of the District payable, both as to principal and interest, solely from and secured by a first lien on and pledge of the "Pledged Revenues" which include the "Net Revenues of the District's Water System" and certain other revenues from the ownership and operation of the District's Water System, including the fees and charges received under Water System contracts with its member cities, other customer cities and other customers.

Further details regarding the Taxable Series 2020B Bonds are set forth in the Official Statement.

CONDITIONS OF THE SALE

TYPE OF BIDS AND INTEREST RATES . . . The Taxable Series 2020B Bonds will be sold in one block on an "All or None" basis, and at a price not less than 99.7% and not more than 100.7% of the principal amount thereof. Bidders are invited to name the rate(s) of interest to be borne by the Taxable Series 2020B Bonds, provided that each rate bid must be in a multiple of 1/8 of 1% or 1/20 of 1% and the net effective interest rate must not exceed 15%. The winning bidder will be required to submit reoffering yields and dollar prices prior to award. **For Series 2020C Bonds having stated maturities on and after March 1, 2030, no reoffering yield producing a dollar price less than 98.00 for any individual maturity will be accepted.** No limitation is imposed upon bidders as to the number of rates or changes which may be used. All Taxable Series 2020B Bonds of one maturity must bear one and the same rate. No bids involving supplemental interest rates will be considered.

ADJUSTMENT OF PRINCIPAL AMOUNTS AND/OR TYPES OF BIDS . . . Prior to 1:00 PM, CDT on the business day before the bids are due, the District may, in its sole discretion, adjust the principal amount set forth above (the "Maturity Schedule") and/or the type of bid required on the Taxable Series 2020B Bonds. HilltopSecurities, as Co-Financial Advisor to the District, will give notice of any such adjustment by Parity. Should such adjustments be made, a revised Official Bid Form will be made available through i-Deal Prospectus and PARITY. For purposes of this paragraph, the term "Maturity Schedule" shall include any adjustments to the principal amounts shown above including the total par amount so made by the District by posting a Parity Wire.

After final computation of the bids, in awarding the sale to the best bidder, the District may determine in its sole discretion, that the funds necessary to carry out the purposes for which the Taxable Series 2020B Bonds are to be issued may be either more or less than the proceeds of the proposed sale of all of the Taxable Series 2020B Bonds. Upon making such determination, the District reserves the right to adjust the principal amount of the Taxable Series 2020B Bonds shown on the Maturity Schedule. The principal amount of any maturity of the Taxable Series 2020B Bonds shall only be adjusted in \$5,000 increments and shall not be increased or decreased by an amount that exceeds 10% of the preliminary principal amount of such maturity (rounded up to the next higher integral of \$5,000) without permission of the successful bidder. Such adjustment(s), if any, shall be made within 4 hours of the opening of the bids for the Taxable Series 2020B Bonds.

In the event of any adjustment of the maturity schedule for the Taxable Series 2020B Bonds as described herein, no rebidding or recalculation of the proposals submitted will be required or permitted. Any such adjustment of the aggregate principal amount of the Taxable Series 2020B Bonds and/or the maturity schedule for the Taxable Series 2020B Bonds made by the District or its Co-Financial Advisor shall be prior to the award of the Taxable Series 2020B Bonds to the winning bidder as determined pursuant to "CONDITIONS OF THE SALE – Basis for Award" herein and shall not affect such determination. The successful bidder may not withdraw its bid as a result of any changes made within the aforementioned limits.

BASIS FOR AWARD . . . The sale of the Taxable Series 2020B Bonds will be awarded to the bidder making a bid that conforms to the specifications herein and which produces the lowest True Interest Cost rate to the District (the "Purchaser"). The True Interest Cost rate is that rate which, when used to compute the total present value as of the Delivery Date of all debt service payments on the Taxable Series 2020B Bonds on the basis of semi-annual compounding, produces an amount equal to the sum of the principal amount of the Taxable Series 2020B Bonds plus any premium bid. In the event of a bidder's error in interest cost rate calculations, the interest rates, and premium, if any, set forth in the Official Bid Form will be considered as the official bid.

GOOD FAITH DEPOSIT . . . A Good Faith Deposit, payable to the "Tarrant Regional Water District", in the amount of \$1,500,000.00, is required. Such Good Faith Deposit shall be a bank cashier's check or certified check, which is to be retained uncashed by the District pending the Purchaser's compliance with the terms of the bid and the Notice of Sale and Bidding Instructions. The Good Faith Deposit may accompany the Official Bid Form or it may be submitted separately. If submitted separately, it shall be made available to the District prior to the opening of the bids, and shall be accompanied by instructions from the bank on which drawn which authorize its use as a Good Faith Deposit by the Purchaser who shall be named in such instructions. **The Good Faith Deposit of the Purchaser will be returned to the Purchaser upon payment for the Taxable Series 2020B Bonds.** No interest will be allowed on the Good Faith Deposit. In the event the Purchaser should fail or refuse to take up and pay for the Taxable Series 2020B Bonds in accordance with the bid, then said check shall be cashed and accepted by the District as full and complete liquidated damages. The checks accompanying bids other than the winning bid will be returned immediately after the bids are opened, and an award of the Taxable Series 2020B Bonds has been made.

PROVISION OF TEXAS ETHICS COMMISSION FORM 1295 ("TEC FORM 1295") AND CERTIFICATION OF FILING BY BIDDERS . . .

Pursuant to Texas Government Code §2252.908 (the "Interested Party Disclosure Act"), unless the bidder represents and verifies on the Official Bid Form that bidder is a publicly traded business entity, or a wholly owned subsidiary of a publicly traded business entity, the District may not award the Taxable Series 2020B Bonds to a bidder unless the bidder has provided to the District a TEC Form 1295 as generated by the Texas Ethics Commission (the "TEC"). Pursuant to the rules prescribed by the TEC, the TEC Form 1295 must be completed online through the TEC's website at <https://www.ethics.state.tx.us/tec/1295-Infor.htm>. The TEC Form 1295 must then be printed, signed and provided to the District (c/o the District's Co-Financial Advisor, HilltopSecurities Inc. Attn: Laura Alexander, laura.alexander@hilltopsecurities.com) along with Certification of Filing generated by TEC. In the event that the bidder's bid for the Taxable Series 2020B Bonds is the best bid received, the District, acting through its Co-Financial Advisor, will promptly notify the bidder. That notification will serve as the conditional verbal acceptance of the bid, and will obligate the bidder to file promptly a completed TEC Form 1295 or certify that it is exempt as described above, in order to complete the award. **TEC Form 1295 or certification of exemption must be received by the District prior to the formal acceptance of the winning bid.** The TEC Form 1295 and Certificate of Filing may be provided to the District via facsimile or electronically to janet.reinert@trwd.com, or, the original signed TEC Form 1295 may be physically delivered to the District (Attn: Sandy Newby, 800 E. North Side Drive, Fort Worth, Texas 76102) within two business days of the award. Following the award of the Taxable Series 2020B Bonds, the District will acknowledge receipt of the TEC Form 1295 through the TEC website, as required by law. The District reserves the right to reject any bid that does not comply with the requirements prescribed herein. For purposes of completing the TEC Form 1295, box two is Tarrant Regional Water District and for box 3 the identification number assigned to this contract by the District is "2020161" and a description of the services to be provided under the contract: "Taxable Bond Refunding". Neither the District nor its consultants have the ability to verify the information included in a TEC Form 1295, and neither have an obligation nor undertake responsibility for advising any bidder with respect to the proper completion of the TEC Form 1295. Consequently, an entity intending to bid on the Taxable Series 2020B Bonds should consult its own advisors to the extent it deems necessary and be prepared to submit the completed form promptly upon notification from the District that its bid is the apparent winning bid.

IMPACT OF BIDDING SYNDICATE ON AWARD . . . For purposes of contracting for the sale of the Taxable Series 2020B Bonds, the entity signing the bid form as Purchaser shall be solely responsible for the payment of the purchase price of the Taxable Series 2020B Bonds. The Purchaser may serve as a syndicate manager and contract under a separate agreement with other syndicate members. However, the District is not a party to that agreement and any information provided regarding syndicate managers would be for informational purposes only.

VERIFICATION PURSUANT TO CHAPTER 2271 OF THE TEXAS GOVERNMENT CODE . . . To the extent the winning bid for the Taxable Series 2020B Bonds represents a contract for goods or services within the meaning of Section 2271.002 of the Texas Government Code, as amended, the bidder will be required to verify in the Official Bid Form, for purposes of Chapter 2271 of the Texas Government Code, as amended, that, at the time of execution and delivery of its bid, neither the bidder nor any syndicate member listed on the Official Bid Form, nor any parent company, wholly- or majority- owned subsidiaries, and other affiliates of the same, if any, boycotts Israel or will boycott Israel through the date of delivery of the Taxable Series 2020B Bonds. The foregoing verification is made solely to comply with Section 2271.002, Texas Government Code, and to the extent such Section does not contravene applicable Federal law. As used in the foregoing verification, "boycotts Israel" and "boycott Israel" means refusing to deal with, terminating business activities with, or otherwise taking any action that is intended to penalize, inflict economic harm on, or limit commercial relations specifically with Israel, or with a person or entity doing business in Israel or in an Israeli-controlled territory, but does not include an action made for ordinary business purposes. The bidder understands "affiliate" to mean an entity that controls, is controlled by, or is under common control with the bidder or any syndicate member listed on the Official Bid Form and exists to make a profit.

VERIFICATION PURSUANT TO CHAPTER 2252 OF THE TEXAS GOVERNMENT CODE . . . Pursuant to Chapter 2252 of the Texas Government Code, the winning bidder will be required to verify that neither the bidder nor any syndicate member listed on the Official Bid Form, nor any parent company, wholly- or majority-owned subsidiaries, or other affiliates of the same are companies identified on a list prepared and maintained by the Texas Comptroller of Public Accounts under Section 2252.153 or Section 2270.0201, Texas Government Code, and posted on any of the following pages of such officer's internet website: <https://comptroller.texas.gov/purchasing/docs/sudanlist.pdf>, <https://comptroller.texas.gov/purchasing/docs/iran-list.pdf>, or <https://comptroller.texas.gov/purchasing/docs/ftolist.pdf>. The foregoing representation is made solely to comply with Section 2252.152, Texas Government Code, and to the extent such Section does not contravene applicable Federal law and excludes the winning bidder or any syndicate member listed on the Official Bid Form and each parent company, wholly- or majority-owned subsidiaries, and other affiliates, of the same, if any, that the United States government has affirmatively declared to be excluded from its federal sanctions regime relating to Sudan or Iran or any federal sanctions regime relating to a foreign terrorist organization. The bidder understands "affiliate" to mean any entity that controls, is controlled by, or is under common control with the bidder or any syndicate member listed on the Official Bid Form and exists to make a profit.

DELIVERY OF THE TAXABLE SERIES 2020B BONDS AND ACCOMPANYING DOCUMENTS

CUSIP NUMBERS . . . It is anticipated that CUSIP identification numbers will appear on the Taxable Series 2020B Bonds, but neither the failure to print or type such number on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the Purchaser to accept delivery of and pay for the Taxable Series 2020B Bonds in accordance with the terms of this Notice of Sale and Bidding Instructions and the terms of the Official Bid Form. All expenses in relation to the printing or typing of CUSIP numbers on the Taxable Series 2020B Bonds shall be paid by the District; provided, however, that the CUSIP Service Bureau charge for the assignment of the numbers shall be the responsibility of and shall be paid for by the Purchaser.

DELIVERY OF TAXABLE SERIES 2020B BONDS . . . Delivery will be accomplished by the issuance of one Initial Bond (the "Initial Bond"), either in typed or printed form, in the aggregate principal amount of \$388,185,000*, payable in stated installments to the Purchaser, signed by the President and Secretary of the Board of Directors, approved by the Attorney General, and registered and manually signed by the Comptroller of Public Accounts. Upon delivery of the Initial Bond, it shall be immediately canceled and one definitive bond for each maturity will be registered and delivered only to Cede & Co., and deposited with DTC in connection with DTC's Book-Entry-Only System. Delivery will be at the principal office of the Paying Agent/Registrar. Payment for the Taxable Series 2020B Bonds must be made in immediately available funds for unconditional credit to the District, or as otherwise directed by the District.

The Purchaser will be given five business days' notice of the time fixed for delivery of the Taxable Series 2020B Bonds. It is anticipated that delivery of the Bond(s) can be made on or about December 3, 2020, and it is understood and agreed that the Purchaser will accept delivery and make payment for the Taxable Series 2020B Bonds by 10:00 AM, CST, on December 3, 2020, or thereafter on the date the Taxable Series 2020B Bonds are tendered for delivery, up to and including December 17, 2020. If for any reason the District is unable to make delivery on or before December 17, 2020, the District shall immediately contact the Purchaser and offer to allow the Purchaser to extend its offer for an additional thirty days. If the Purchaser does not elect to extend its offer within six days thereafter, then its Good Faith Deposit will be returned, and both the District and the Purchaser shall be relieved of any further obligation. In no event shall the District be liable for any damages by reason of its failure to deliver the Taxable Series 2020B Bonds, provided such failure is due to circumstances beyond the District's reasonable control.

CONDITIONS TO DELIVERY . . . The obligation of the Purchaser to take up and pay for the Taxable Series 2020B Bonds is subject to the Purchaser's receipt of (a) the respective legal opinions of McCall, Parkhurst & Horton L.L.P., Dallas, Texas, and Kintop Smith, PLLC, Dallas, Texas, Co-Bond Counsel for the District ("Co-Bond Counsel"), (b) the no-litigation certificate, (c) the certification as to the Official Statement, all as further described in the Official Statement, and (d) the non-occurrence of the events described under "No Material Adverse Change" below.

In order to provide the District and its consultants with information required to be submitted to the Texas Bond Review Board pursuant to Section 1202.008, Texas Government Code, as amended, the Purchaser will be required to provide the District (on or before the 10th business day prior to the delivery of the Taxable Series 2020B Bonds) with a breakdown of its "underwriting spread" among the following categories: Takedown, Management Fee (if any), Legal Counsel Fee (if any) and Spread Expenses (if any).

NO-LITIGATION CERTIFICATE . . . At the time of the initial delivery of the Taxable Series 2020B Bonds, the District will provide the Purchaser with a certificate to the effect that no litigation of any nature has been filed or is then pending challenging the issuance of the Taxable Series 2020B Bonds or that affects the payment and security of the Taxable Series 2020B Bonds or in any other manner questioning the issuance, sale or delivery of the Taxable Series 2020B Bonds.

NO MATERIAL ADVERSE CHANGE . . . The obligations of the District to deliver the Taxable Series 2020B Bonds and of the Purchaser to accept delivery of and pay for the Taxable Series 2020B Bonds are subject to the condition that to the time for delivery of and receipt of payment for the Taxable Series 2020B Bonds, there shall be no material adverse change in the financial condition of the District from those set forth in or contemplated by the Preliminary Official Statement, as it may have been supplemented or amended through the date of sale.

LEGAL OPINIONS . . . The Taxable Series 2020B Bonds are offered when, as and if issued, subject to the approval of the Attorney General of the State of Texas. Delivery of and payment for the Taxable Series 2020B Bonds is subject to the receipt by the Purchaser of the opinions of Co-Bond Counsel, to the effect that the Taxable Series 2020B Bonds are valid and binding obligations of the District.

CERTIFICATION OF OFFICIAL STATEMENT . . . On the Delivery Date the District will execute and deliver to the Purchaser a certificate in the form set forth in the Official Statement.

* Preliminary, subject to change. See "Adjustment of Principal Amount and/or Types of Bids" herein.

GENERAL

CO-FINANCIAL ADVISOR . . . HilltopSecurities and Kipling Jones & Co. are employed as Co-Financial Advisors to the District in connection with the issuance of the Taxable Series 2020B Bonds. The Co-Financial Advisor's fee for services rendered with respect to the sale of the Taxable Series 2020B Bonds is contingent upon the issuance and delivery of the Taxable Series 2020B Bonds. HilltopSecurities and Kipling Jones & Co., in their capacity as Co-Financial Advisors, have relied on the opinion of Co-Bond Counsel and have not verified and do not assume any responsibility for the information, covenants and representations contained in any of the legal documents with respect to the federal income tax status of the Taxable Series 2020B Bonds, or the possible impact of any present, pending or future actions taken by any legislative or judicial bodies. In the normal course of business, the Co-Financial Advisors may from time to time sell investment securities to the District for the investment of bond proceeds or other funds of the District upon the request of the District.

BLUE SKY LAWS . . . By submission of its bid, the Purchaser represents that the sale of the Taxable Series 2020B Bonds in states other than Texas will be made only pursuant to exemptions from registration or, where necessary, the Purchaser will register the Taxable Series 2020B Bonds in accordance with the securities law of the states in which the Taxable Series 2020B Bonds are offered or sold. The District agrees to cooperate with the Purchaser, at the Purchaser's written request and expense, in registering the Taxable Series 2020B Bonds or obtaining an exemption from registration in any state where such action is necessary, provided, however, that the District shall not be obligated to execute a general or special consent to service of process in any such jurisdiction.

NOT AN OFFER TO SELL . . . This Notice of Sale and Bidding Instructions does not alone constitute an offer to sell the Taxable Series 2020B Bonds, but is merely notice of the sale of the Taxable Series 2020B Bonds. The offer to sell the Taxable Series 2020B Bonds is being made by means of the Notice of Sale and Bidding Instructions, the Official Bid Form and the Official Statement. Prospective Purchasers are urged to carefully examine the Official Statement to determine the investment quality of the Taxable Series 2020B Bonds.

ISSUANCE OF ADDITIONAL DEBT . . . Other than the Tarrant Regional Water District, a Water Control and Improvement District Water Revenue Refunding Bonds, Series 2020C issued concurrently herewith, the District does not anticipate the issuance of additional bonds payable from the Pledged Revenues within the next 12 months.

RATINGS . . . The Taxable Series 2020B Bonds and the Outstanding Bonds issued without credit support are rated "AAA" by S&P Global Ratings, a business unit of Standard & Poor's Financial Services LLC ("S&P") and "AA+_" by Fitch Ratings ("Fitch").

THE OFFICIAL STATEMENT AND COMPLIANCE WITH SEC RULE 15c2-12 . . . The District has prepared the accompanying Official Statement and, for the limited purpose of complying with SEC Rule 15c2-12 (the "Rule"), deems such Official Statement to be final as of its date within the meaning of such Rule for the purpose of review prior to bidding. To the best knowledge and belief of the District, the Official Statement contains information, including financial information or operating data, concerning every entity, enterprise, fund, account, or person that is material to an evaluation of the offering of the Taxable Series 2020B Bonds. Representations made and to be made by the District concerning the absence of material misstatements and omissions in the Official Statement are addressed elsewhere in this Notice of Sale and Bidding Instructions and in the Official Statement.

The District will furnish to the Purchaser, acting through a designated senior representative, in accordance with instructions received from the Purchaser, within seven (7) business days from the sale date an aggregate of 100 copies of the Official Statement including a like number of copies of any Supplement(s) reflecting interest rates and other terms relating to the initial reoffering of the Taxable Series 2020B Bonds. The cost of a reprinted Official Statement, if the Purchaser shall so elect, and the cost of any Official Statement in excess of the number specified shall be prepared and distributed at the cost of the Purchaser. The Purchaser shall be responsible for providing in writing the initial reoffering prices and other terms, if any, to the Co-Financial Advisor by the close of the next business day after the award. Except as noted above, the District assumes no responsibility or obligation for the distribution or delivery of any copies of the Official Statement in connection with the offering or reoffering of the subject securities.

CONTINUING DISCLOSURE AGREEMENT . . . The District will agree in the Resolution authorizing issuance of the Taxable Series 2020B Bonds to provide certain periodic information and notices of certain events in accordance with the Rule, as described in the Official Statement under "Continuing Disclosure of Information". The Purchaser's obligation to accept and pay for the Taxable Series 2020B Bonds is conditioned upon delivery to the Purchaser or (its) agent of a certified copy of the Resolution containing the agreement described under such heading.

COMPLIANCE WITH PRIOR UNDERTAKINGS . . . During the last five years, the District has complied in all material respects with all continuing disclosure agreements made in accordance with SEC Rule 15c2-12. The District has been made aware that the City of Arlington, one of the Obligated Persons, did not timely file a notice of defeasance upon the issuance of the City's Water and Wastewater System Revenue Refunding Bonds Series 2013B, which defeased portions of the City's Water and Wastewater System Revenue Refunding Bonds Series 2003 and Water and Wastewater System Revenue Bonds, Series 2004. The City filed an event notice with respect to such defeasance on May 8, 2017.

ADDITIONAL COPIES OF NOTICE, BID FORM AND STATEMENT . . . A limited number of additional copies of this Notice of Sale and Bidding Instructions, the Official Bid Form and the Official Statement, as available over and above the normal mailing, may be obtained at the offices of HilltopSecurities Inc., 777 Main Street, Suite 1525, Fort Worth, Texas 76102, Co-Financial Advisor to the District.

On the date of the sale, the District will, through its delegation to the Authorized Officer, in the Approval Certificate, confirm its approval of the form and content of the Preliminary Official Statement, and any addenda, supplement or amendment thereto, and authorize its use in the reoffering of the Taxable Series 2020B Bonds by the Purchaser.

AUTHORIZED OFFICER
Tarrant Regional Water District
A Water Control and Improvement
District

October 16, 2020

BOND YEARS*

<u>Bonds Maturing</u>	<u>Amount</u>	<u>Bond Years</u>	<u>Accumulated Bond Years</u>	<u>Bonds Maturing</u>
2021	\$ 15,325,000	3,746.111	3,746.111	2021
2022	6,685,000	8,319.111	12,065.222	2022
2023	6,730,000	15,105.111	27,170.333	2023
2024	6,615,000	21,462.000	48,632.333	2024
2025	6,145,000	26,082.111	74,714.444	2025
2026	6,220,000	32,620.444	107,334.889	2026
2027	6,305,000	39,371.222	146,706.111	2027
2028	6,140,000	44,480.889	191,187.000	2028
2029	6,240,000	51,445.333	242,632.333	2029
2030	24,765,000	228,938.667	471,571.000	2030
2031	24,185,000	247,761.889	719,332.889	2031
2032	24,375,000	274,083.333	993,416.222	2032
2033	24,595,000	301,152.111	1,294,568.333	2033
2034	24,855,000	329,190.667	1,623,759.000	2034
2035	11,025,000	157,045.000	1,780,804.000	2035
2036	11,260,000	171,652.444	1,952,456.444	2036
2037	11,525,000	187,217.222	2,139,673.667	2037
2038	11,820,000	203,829.333	2,343,503.000	2038
2039	12,125,000	221,213.889	2,564,716.889	2039
2040	12,450,000	239,593.333	2,804,310.222	2040
2041	12,790,000	258,926.444	3,063,236.667	2041
2042	13,140,000	279,152.000	3,342,388.667	2042
2043	13,505,000	300,411.222	3,642,799.889	2043
2044	13,880,000	322,632.889	3,965,432.778	2044
2045	14,260,000	345,725.778	4,311,158.556	2045
2046	14,660,000	370,083.556	4,681,242.111	2046
2047	15,095,000	396,159.889	5,077,402.000	2047
2048	15,515,000	422,697.556	5,500,099.556	2048
2049	15,955,000	450,640.111	5,950,739.667	2049

Average Maturity 15.330 Years

* Preliminary, subject to change. See "Adjustment of Principal Amount and/or Types of Bids" herein.

OFFICIAL BID FORM

Honorable President and Board of Directors
Tarrant Regional Water District

October 22, 2020

Members of the Board of Directors:

Reference is made to your Official Statement and Notice of Sale and Bidding Instructions, dated October 16, 2020 of \$388,185,000* TARRANT REGIONAL WATER DISTRICT, WATER CONTROL AND IMPROVEMENT DISTRICT, WATER REVENUE REFUNDING BONDS, TAXABLE SERIES 2020B, both of which constitute a part hereof.

For your legally issued Taxable Series 2020B Bonds, as described in said Notice of Sale and Bidding Instructions and Official Statement, we will pay you _____% of par for Taxable Series 2020B Bonds maturing and bearing interest as follows:

Maturity	Principal Amount*	Interest Rate	Maturity	Principal Amount*	Interest Rate	Maturity	Principal Amount*	Interest Rate
3/1/2021	\$ 15,325,000	_____	3/1/2031	\$ 24,185,000	_____	3/1/2040	\$ 12,450,000	_____
3/1/2022	6,685,000	_____	3/1/2032	24,375,000	_____	3/1/2041	12,790,000	_____
3/1/2023	6,730,000	_____	3/1/2033	24,595,000	_____	3/1/2042	13,140,000	_____
3/1/2024	6,615,000	_____	3/1/2034	24,855,000	_____	3/1/2043	13,505,000	_____
3/1/2025	6,145,000	_____	3/1/2035	11,025,000	_____	3/1/2044	13,880,000	_____
3/1/2026	6,220,000	_____	3/1/2036	11,260,000	_____	3/1/2045	14,260,000	_____
3/1/2027	6,305,000	_____	3/1/2037	11,525,000	_____	3/1/2046	14,660,000	_____
3/1/2028	6,140,000	_____	3/1/2038	11,820,000	_____	3/1/2047	15,095,000	_____
3/1/2029	6,240,000	_____	3/1/2039	12,125,000	_____	3/1/2048	15,515,000	_____
3/1/2030	24,765,000	_____				3/1/2049	15,955,000	_____

Of the principal maturities set forth in the table above, Taxable Series 2020B Term Bonds have been created as indicated in the following table (which may include multiple Taxable Series 2020B Term Bonds, one term bond or no term bond if none is indicated). For those years which have been combined into a term bond, the principal amount shown in the table above shall be the mandatory sinking fund redemption amounts in such years except that the amount shown in the year of the term bond maturity date shall mature in such year. The Taxable Series 2020B Term Bonds created are as follows:

Maturity Date	Year of First Mandatory Redemption	Principal Amount	Interest Rate
_____	_____	\$ _____	_____ %
_____	_____	\$ _____	_____ %
_____	_____	\$ _____	_____ %
_____	_____	\$ _____	_____ %
_____	_____	\$ _____	_____ %
_____	_____	\$ _____	_____ %

Our calculation (which is not a part of this bid) of the True Interest Cost from the above is:

TRUE INTEREST COST _____%

The Initial Taxable Series 2020B Bonds shall be registered in the name of _____, which will, upon payment for the Taxable Series 2020B Bonds, be canceled by the Paying Agent/Registrar. The Taxable Series 2020B Bonds will then be registered in the name of Cede & Co. (DTC's partnership nominee), under the Book-Entry-Only System.

A bank cashier's check or certified check of the _____ Bank, _____, TX, in the amount of \$1,500,000.00, which represents our Good Faith Deposit (is attached hereto) or (has been made available to you prior to the opening of this bid), and is submitted in accordance with the terms as set forth in the Official Statement and Notice of Sale and Bidding Instructions.

* Preliminary, subject to change. See "Adjustment of Principal Amount and/or Types of Bids" herein.

We agree to accept delivery of the Taxable Series 2020B Bonds utilizing the Book-Entry-Only System through DTC and make payment for the Initial Bond in immediately available funds in the Corporate Trust Division, BOKF, N.A., Dallas, Texas, not later than 10:00 AM, CST, on December 3, 2020, or thereafter on the date the Taxable Series 2020B Bonds are tendered for delivery, pursuant to the terms set forth in the Notice of Sale and Bidding Instructions. It will be the obligation of the Purchaser of the Taxable Series 2020B Bonds to complete the DTC Eligibility Questionnaire.

The Purchaser hereby represents and verifies that the Purchaser (is) or (is not) a publicly traded business entity, or a wholly owned subsidiary of a publicly traded business entity. If the Purchaser is not a publicly traded business entity, or a wholly owned subsidiary of a publicly traded business entity, the District may not accept this bid until it has received from the Purchaser a completed and signed TEC Form 1295 and Certification of Filing pursuant to Texas Government Code § 2252.908 and the rules promulgated thereunder by the Texas Ethics Commission. The undersigned understands that failure to provide said form and Certification of Filing will result in a non-conforming bid and will prohibit the District from considering this bid for acceptance.

The bidder hereby verifies that, at the time of execution and delivery of this bid, neither the bidder nor any syndicate member listed on the Official Bid Form, nor any parent company, wholly- or majority- owned subsidiaries, and other affiliates of the same, if any, boycotts Israel or, to the extent this Official Bid Form is a contract for goods or services, will boycott Israel through the date of delivery of the Taxable Series 2020B Bonds. The foregoing verification is made solely to comply with Section 2271.002, Texas Government Code, and to the extent such Section does not contravene applicable Federal law. As used in the foregoing verification, "boycotts Israel" and "boycott Israel" means refusing to deal with, terminating business activities with, or otherwise taking any action that is intended to penalize, inflict economic harm on, or limit commercial relations specifically with Israel, or with a person or entity doing business in Israel or in an Israeli-controlled territory, but does not include an action made for ordinary business purposes. The bidder understands "affiliate" to mean an entity that controls, is controlled by, or is under common control with the bidder or any syndicate member listed on the Official Bid Form and exists to make a profit.

By submission of a bid, and as a condition of the award and delivery of the Taxable Series 2020B Bonds, the bidder represents that, neither the bidder nor any syndicate member listed on the Official Bid Form, nor any parent company, wholly- or majority-owned subsidiaries, and other affiliates of the same, if any, are companies identified on a list prepared and maintained by the Texas Comptroller of Public Accounts under Section 2252.153 or Section 2270.0201, Texas Government Code, and posted on any of the following pages of such officer's internet website: <https://comptroller.texas.gov/purchasing/docs/sudanlist.pdf>, <https://comptroller.texas.gov/purchasing/docs/iran-list.pdf>, or <https://comptroller.texas.gov/purchasing/docs/ftolist.pdf>. The foregoing representation is made solely to comply with Section 2252.152, Texas Government Code, and to the extent such Section does not contravene applicable Federal law and excludes the bidder or any syndicate member listed on the Official Bid Form and each parent company, wholly- or majority-owned subsidiaries, and other affiliates of the same, if any, that the United States government has affirmatively declared to be excluded from its federal sanctions regime relating to Sudan or Iran or any federal sanctions regime relating to a foreign terrorist organization. The bidder understands "affiliate" to mean any entity that controls, is controlled by, or is under common control with the bidder or any syndicate member listed on the Official Bid Form and exists to make a profit.

We agree to provide in writing the initial reoffering prices and other terms, if any, to the Co-Financial Advisor by the close of the next business day after the award of the Taxable Series 2020B Bonds.

Respectfully submitted,

Syndicate Members:
(for information only)

Name of Underwriter or Manager

Authorized Representative

Phone Number

Signature

ACCEPTANCE CLAUSE

The above and foregoing bid is hereby in all things accepted by the Tarrant Regional Water District, subject to and in accordance with the Notice of Sale and Bidding Instructions, this the 22nd day of October, 2020.

PRICING OFFICER
Tarrant Regional Water District