

**NOTICE OF INTENTION TO SELL**

**SANTA CLARA VALLEY WATER DISTRICT**

**(Santa Clara County, California)**

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**(NOT TO EXCEED)**

**WATER SYSTEM REFUNDING REVENUE BONDS, SERIES 2017A**

The Santa Clara Valley Water District (the “District”) will receive electronic bids (as discussed in the Official Notice of Sale) until \_\_\_\_\_ a.m. California time, on

\_\_\_\_\_, **April \_\_, 2017**

for the purchase of not to exceed \$\_\_\_\_\_ aggregate principal amount of Water System Refunding Revenue Bonds, Series 2017A (the “Securities”) dated the Date of Delivery.

Any prospective bidder that intends to submit a bid must submit its bid via the PARITY<sup>®</sup> electronic bid submission system of Ipreo (**no other form of electronic bidding will be accepted**). The District will not be responsible or liable for bids submitted electronically.

The Securities are secured by an obligation of the District payable solely from the District’s Net Water Utility System Revenues on a subordinate basis to the pledge and lien under a certain Senior Master Resolution securing certain bonds and installment payments, all as more fully described in the Preliminary Official Statement.

The Securities shall be issued in registered form in the name of Cede & Co., as nominee of the Depository Trust Company, New York, New York. The Securities shall mature in the years and amounts, represent interest payable at such times, and be of such denominations and bear such other details as set forth in the Official Notice of Sale referred to herein. The Securities are subject to optional, mandatory or extraordinary redemption prior to their stated maturities as described in the Preliminary Official Statement. The Securities will be awarded to the responsible bidder with the lowest true interest cost complying with the terms of the Official Notice of Sale.

The final approving opinion of Stradling Yocca Carlson & Rauth, a Professional Corporation, as bond counsel, will be furnished to the successful bidder without cost. The successful bidder will also be furnished with the customary closing documents, dated as of the date of delivery of and payment for the Securities, including a certificate that states there is no litigation pending or threatened affecting the validity of the Securities.

Copies of the Preliminary Official Statement and Authorization to Accept Electronic Bid Form and copies of the Official Notice of Sale and Bid Form for the purchase of the Securities may be obtained from the District's municipal advisor, Public Resources Advisory Group at telephone (310) 477-1453. Reference should be made to the Official Notice of Sale for information related to the Securities details, award, form of bid, good faith deposit and purchase price, right of rejection, security, authority, delivery and CUSIP numbers. The District or its municipal advisor will furnish supplemental information to any bidder upon request.

Dated: \_\_\_\_\_, 2017

Darin Taylor  
Chief Financial Officer  
Santa Clara Valley Water District