

RULE 15c2-12 CERTIFICATE OF  
OCONEE COUNTY, GEORGIA

The undersigned hereby certifies and represents to Stifel, Nicolaus & Company, Incorporated (the “Underwriter”) that he is the duly elected or appointed and acting Chairman of the Board of Commissioners of Oconee County, which is charged with managing the affairs of Oconee County (the “County”), and is authorized to execute and deliver this Certificate and further certifies on behalf of the County to the Underwriter, as follows:

(1) This Certificate is delivered to enable the Underwriter to comply with Rule 15c2-12 under the Securities Exchange Act of 1934 (the “Rule”) in connection with the offering and sale of the Walton County Water and Sewerage Authority Refunding Revenue Bonds (Oconee – Hard Labor Creek Reservoir Project), Series 2015 (the “Bonds”).

(2) In connection with the offering and sale of the Bonds, there has been prepared a Preliminary Official Statement, dated on or about the date hereof (the “Preliminary Official Statement”), setting forth, among other things, certain information concerning the Bonds, the County and the Walton County Water and Sewerage Authority.

(3) As used herein, “Permitted Omissions” shall mean the offering price(s), interest rate(s), selling compensation, aggregate principal amount, principal amount per maturity, delivery dates, ratings, the identity of the underwriter (if any) and other terms of the Bonds and any underlying obligations depending on such matters, all with respect to the Bonds and any underlying obligations.

(4) The information in the Preliminary Official Statement pertaining to the County is, except for the Permitted Omissions, final as of its date, and, to the best of my knowledge, the information therein is accurate and complete except for the Permitted Omissions.

(5) The information contained in the Preliminary Official Statement is complete, accurate, true and correct as to the County in all material fact and does not omit to state a material fact as to the County necessary in order to make the statements in the Preliminary Official Statement made, in light of the circumstances under which they were made, not misleading.

(6) If, at any time prior to the execution of the bond purchase agreement, any event occurs as a result of which the Preliminary Official Statement might include an untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, the County shall promptly notify the Underwriter thereof.

IN WITNESS WHEREOF, the County has caused this Certificate to be executed in its name and its seal to be affixed hereto this 23<sup>rd</sup> day of June, 2015.

OCONEE COUNTY, GEORGIA

By:   
Chairman