

EXECUTION, SIGNATURE, NO-LITIGATION AND OFFICERS' CERTIFICATE

We, the undersigned Chairman and Clerk of the Board of Commissioners (the "Board") of Oconee County, Georgia (the "County"), DO HEREBY CERTIFY that we have caused to be signed on behalf of the County, by authorizing the use of our facsimile signatures thereon, \$12,500,000 in aggregate principal amount of Oconee County, Georgia General Obligation Bonds, Series 2021 (the "Bonds").

The Bonds are dated August 10, 2021, are issuable in the denomination of \$5,000 or any integral multiple thereof, and bear interest at the rates per annum set forth in the Bond Resolution hereinafter referred to, payable January 1, 2022, and semiannually thereafter on the 1st days of January and July in each year with the principal maturing on the 1st day of January as set forth in the Bond Resolution (as defined herein).

Each of the Bonds bears the duly authorized reproduced facsimile signature of the undersigned Chairman of the Board and the official seal of the County has been printed thereon and attested by the duly authorized reproduced facsimile signature of the undersigned Clerk of the County. The undersigned officers hereby adopt said facsimile signatures as and for their own.

WE DO HEREBY FURTHER CERTIFY as follows:

(1) No litigation or other proceedings are pending, or to our knowledge threatened, against or affecting the County in any court or before any agency, board or other tribunal of competent jurisdiction, state or federal, in any way restraining or enjoining the issuance, sale or delivery of the Bonds by the County, or the levy and collection of taxes to meet the debt service requirements thereon, or in any manner questioning the authority or the proceedings under which the Bonds are issued, or questioning or affecting the due authorization, execution or validity in any way of the terms and provisions of: (a) the Bonds; (b) the Resolution of the County, adopted on August 3, 2021 (the "Bond Resolution"), authorizing, among other things, the issuance and sale of the Bonds; (c) the Preliminary Official Statement, dated July 29, 2021 (the "Preliminary Official Statement"), and the Official Statement, dated August 3, 2021 (the "Official Statement"), relating to the Bonds; or (d) the Bond Purchase Agreement, dated August 3, 2021 (the "Purchase Agreement"), between the County and Stifel, Nicolaus & Company, Incorporated or in any matter questioning or affecting (i) the validity of, or any of the proceedings for, the authorization, sale, execution, issuance or delivery of the Bonds or any provision for their payment or questioning or affecting the validity of the same or the security therefor, (ii) the power and authority of the County to carry out and consummate all the transactions contemplated by the foregoing documents, (iii) the organization or existence of the County, (iv) the right to office of the officers of the County, or (v) the power or the authority of the County to levy and collect ad valorem taxes to meet the principal and interest payments with respect to the Bonds.

(2) The Bonds have been duly authorized and executed by the County and constitute legal, valid, binding and enforceable general obligations of the County, and all property located within the boundaries of the County and within any extensions of such boundaries that is subject to taxation for general obligation bond purposes shall be subject to the levy of a continuing, direct

ad valorem tax unlimited as to rate or amount to pay the principal and interest on the Bonds.

(3) The seal that has been imprinted upon all of the Bonds and impressed upon the Bond Resolution and this Certificate is the legally adopted, proper and only official corporate seal of the County.

(4) There has been no material adverse change in the Bonds or the Bond Resolution or in the final Official Statement or other similar document, including the financial statements included therein. No material adverse change affecting any security for the Bonds have occurred prior to the delivery of and payment for the Bonds.

(5) The Official Statement does not contain an untrue or misleading statement of a material fact and does not fail to state a material fact necessary in order to make the information contained therein not misleading. The County knows of no event affecting the County that has occurred since the date of the Official Statement that should be disclosed in the Official Statement for the purpose for which it is to be used or that is necessary to disclose therein in order to make the statements and information therein with respect to the County not misleading in any material respects.

(6) Since June 30, 2020, no material adverse change has occurred in the financial position of the County or results of operations of the County.

(7) Since June 30, 2020, the County has not incurred any material liabilities except set forth in the Preliminary Official Statement and the Official Statement.

(8) On the date of this Certificate, according to the Tax Digest of the County for the year 2020 (the most recent data available), the value of property within the County as assessed for general obligation bond purposes is not less than \$2,647,784,398, and the bonded indebtedness to be created by the issuance of the Bonds when added to all other outstanding general obligation debt of the County within the meaning of Article IX, Section V, Paragraph 1(a) of the Constitution of the State of Georgia will be within the 10% limitation as prescribed by said provision of the Constitution.

(9) All obligations required under or specified in the Bond Resolution, the Purchase Agreement and the Bonds to be performed by the County on or prior to the date of this certificate have been performed.

(10) The Bond Resolution has been duly adopted by the County, is in full force and effect and has not been amended, modified, revoked or rescinded.

(11) The County is in compliance in all respects with all the covenants, agreements, provisions and conditions contained in the Bond Resolution and the Purchase Agreement that are to have been performed and complied with by the date of this certificate.



(13) The Purchase Agreement has been duly authorized, executed and delivered, is in full force and effect, and constitutes the legal, valid and binding obligation of the County.

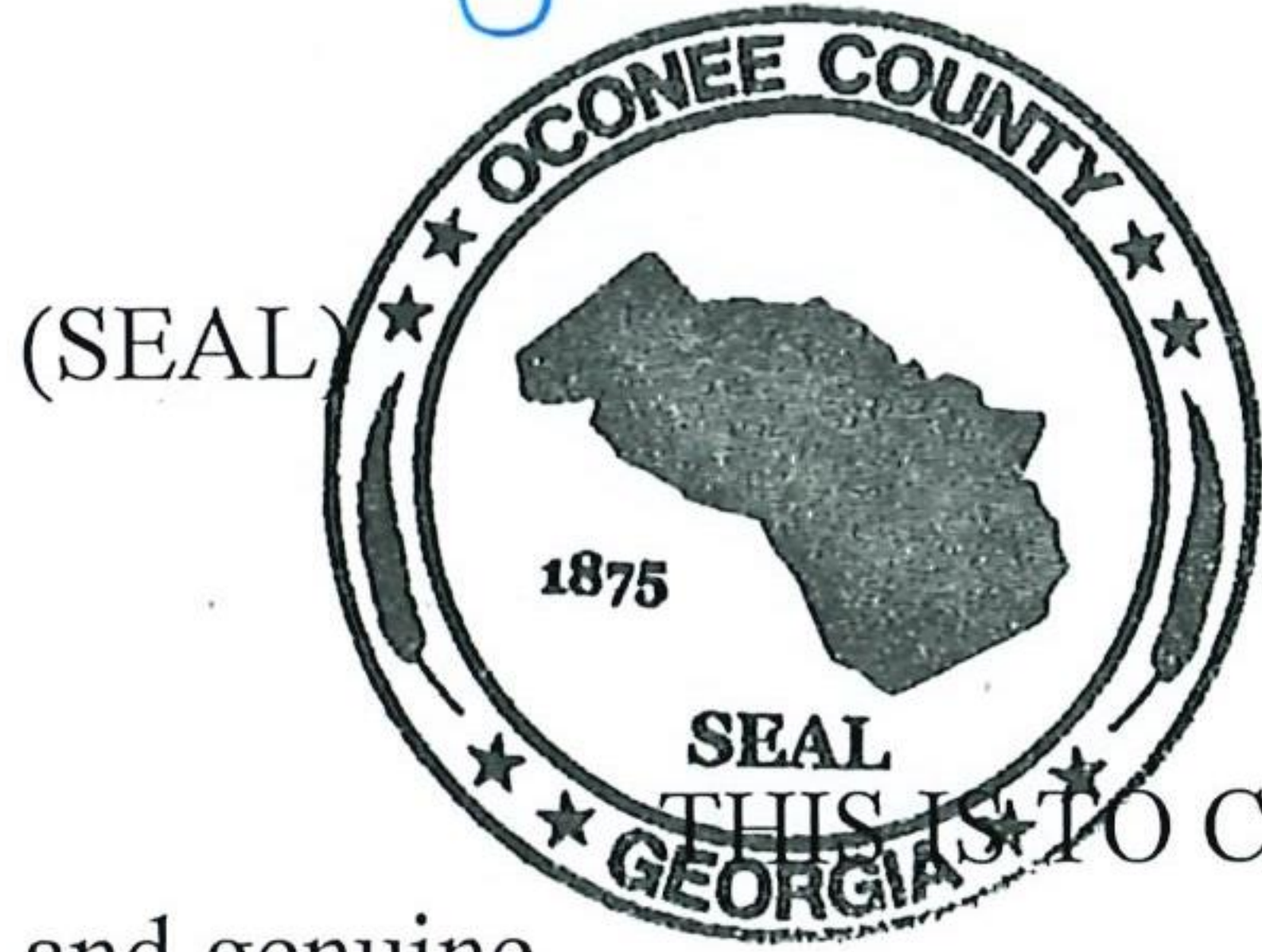
(14) The representations and warranties of the County contained in the Purchase Agreement are true and correct as of the date hereof.

(15) The County has not defaulted in the payment of principal or interest on any of its bonds, notes or other obligations.

(16) The County has not received any notice, directly or indirectly, from the Department of the Treasury, the IRS or any other entity or person contesting or questioning in any way the exemption from federal income taxation of the interest due on any of its bonds, nor to the knowledge of the County has any holder of any of its bonds received any such notice.

WITNESS our hands and the official seal of the Oconee County Board of Commissioners, this the 10th day of August, 2021.

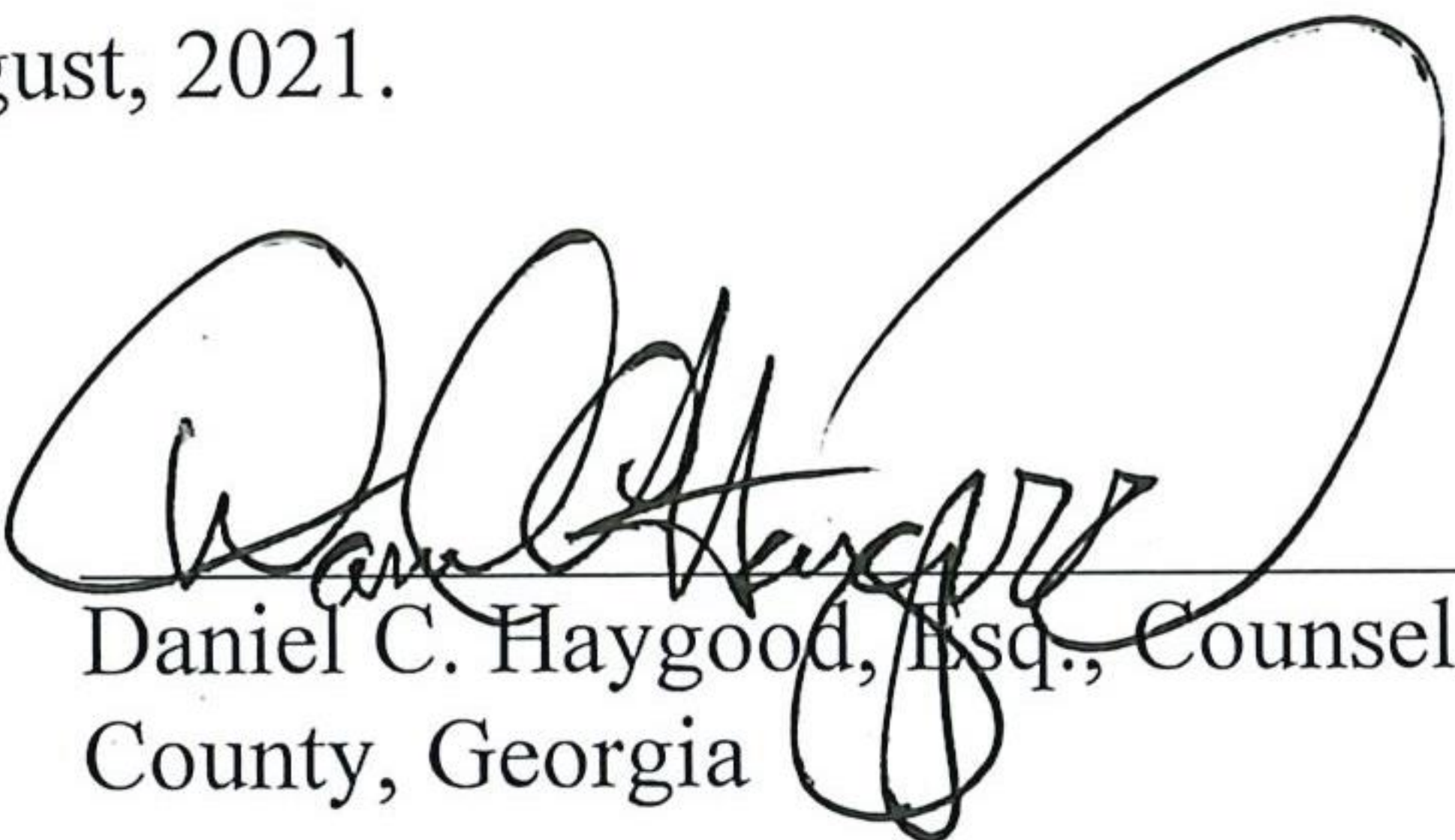
<u>SIGNATURE</u>	<u>OFFICIAL TITLE</u>	<u>EXPIRATION OF TERM</u>
	Chairman, Oconee County Board of Commissioners	December 31, 2024
	Clerk, Oconee County Board of Commissioners	At Will of Board



* * *

TO CERTIFY that the signatures of the officers above subscribed are true and genuine.

GIVEN this 10th day of August, 2021.



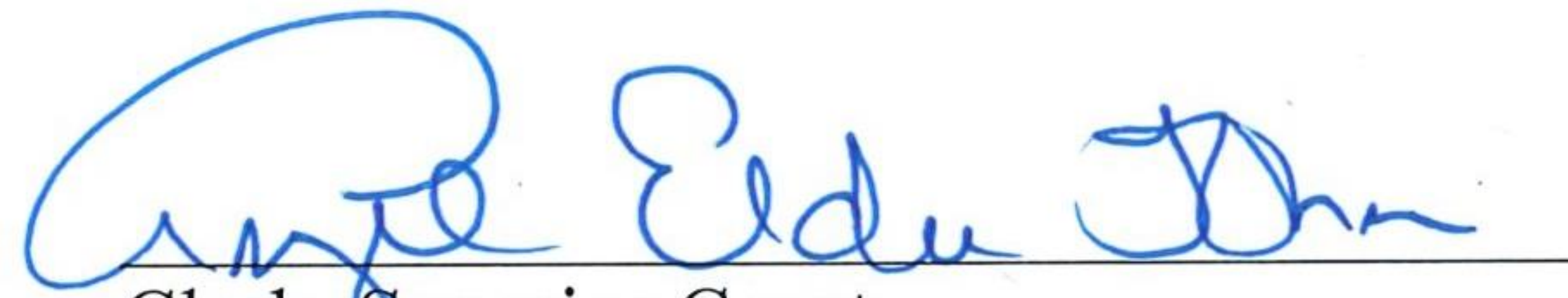
Daniel C. Haygood, Esq., Counsel to the Oconee County, Georgia

GEORGIA, OCONEE COUNTY

I, the undersigned Clerk of the Superior Court of Oconee County, Georgia, DO HEREBY CERTIFY that I have signed the certificate of validation endorsed upon the above described Bonds, and DO FURTHER CERTIFY that in the matter of the proceeding to validate said Bonds, in the case of the STATE OF GEORGIA, Plaintiff, v. OCONEE COUNTY, Defendant, being numbered Civil Action File No. 2021-CV-0030-N in the Superior Court of Oconee County, that there were no proceedings had or papers filed other than the petition and complaint, rule nisi, acknowledgment of service, answer and judgment of validation; and, in particular, that no citizen, taxpayer or resident of said County or State, or other person intervened or in any way became a party to said proceeding; that the judgment of validation was entered on February 22, 2021; and that there has not been any notice of appeal or appeal filed in said case or to said judgment, or any proceeding of any kind questioning or appealing said judgment.

WITNESS my hand and official seal, this 10th day of August, 2021.

(SEAL)



Clerk, Superior Court,
Oconee County, Georgia

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