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October 17, 2017

Oconee County Board of Commissioners
Watkinsville, Georgia

Stifel, Nicolaus & Company, Incorporated
Atlanta, Georgia

Regions Bank
Atlanta, Georgia

Gray Pannell & Woodward, LLP
Atlanta, Georgia

Re: \$10,915,000 Oconee County, Georgia Revenue Bonds, Series 2017A; and
\$1,765,000 Oconee County, Georgia Taxable Refunding Revenue Bonds, Series
2017B

To the Addressees:

I have acted as counsel to Oconee County, Georgia (the "County") in connection with the above-captioned bonds (the "Series 2017 Bonds") issued on the date hereof. In this connection, I have examined (i) the Bond Resolution adopted by the Board of Commissioners of Oconee County, Georgia on October 23, 1998, as supplemented on November 3, 1998, as amended and supplemented on July 18, 2003, as amended and supplemented on September 1, 2009, as supplemented on October 22, 2009, as amended and supplemented on June 26, 2012, as supplemented on July 12, 2012, as amended and supplemented on September 20, 2017 and as supplemented on October 3, 2017 (collectively, the "Bond Resolution") authorizing and securing the Series 2017 Bonds; (ii) the Bond Purchase Agreement, dated October 3, 2017 (the "Purchase Contract"), between the County and Stifel Nicolaus & Company, Incorporated; (iii) the Escrow Deposit Agreement, dated as of October 1, 2017 (the "Escrow Deposit Agreement"), between the County and Regions Bank, as escrow agent; (iv) the Continuing Disclosure Certificate, dated October 3, 2017, between the County and Digital Assurance Corporation (the "Disclosure Certificate" and, together with the Purchase Contract and the Escrow Deposit Agreement, the "County Document"); (v) the Preliminary Official Statement of the County, dated September 27, 2017 (the "Preliminary Official Statement"); and the Official Statement of the County, dated October 3, 2017 (the "Official Statement"); (vi) the validation proceeding concluded in the Superior Court of Oconee County, Georgia; (vii) the laws of the State of Georgia, particularly the Revenue Bond Law (O.C.G.A. Section 36-82-60 *et seq.*), as amended; (viii) various records of the County; and (ix) such other documents as I deem relevant. From such examination, I am of the opinion that as of this date:

(1) The County is a legally created and existing political subdivision of the State of Georgia and had and has good, right and lawful authority under the Constitution and the laws of the State of Georgia, particularly the Revenue Bond Law, as amended, to adopt the Bond Resolution and to authorize the issuance of the Series 2017

Bonds; the Bond Resolution has been duly adopted by the County at open public meetings duly called and are presently in full force and effect.

(2) The issuance of the Series 2017 Bonds has been duly authorized by the County.

(3) The County Documents have been duly authorized, executed and delivered by and on behalf of the County and constitute the valid and binding agreements of the County (subject to usual equitable principles and any applicable bankruptcy, reorganization, insolvency, moratorium or other laws affecting the enforcement of creditors, rights generally from time to time in effect), except that no opinion is expressed with respect to the validity, binding effect or enforceability of the provisions of paragraph 13 of the Purchase Contract relating to indemnification and contribution.

(4) The County has duly authorized or ratified the distribution of the Preliminary Official Statement.

(5) The Official Statement has been duly authorized, executed and delivered by the County and the distribution of the Official Statement has been duly authorized by the County.

(6) As counsel to the County, I have rendered legal advice and assistance to the County in the course of the financing. While I do not pass upon or assume responsibility for the accuracy, completeness or fairness of the statements contained in the Preliminary Official Statement and the Official Statement, and without having undertaken an independent determination thereof, I have no reason to believe that the Preliminary Official Statement or the Official Statement, dated as of September 27, 2017 and October 3, 2017, respectively, contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, it being understood that in rendering such opinion I am not expressing any opinion with respect to the financial statements and other financial data contained in the Preliminary Official Statement or the Official Statement.

(7) The adoption of the Bond Resolution, the delivery of the Series 2017 Bonds and compliance with the provisions and covenants thereof will not conflict with or constitute a breach of or default under any administrative order, or any court decree, ordinance, resolution or agreement of which I have knowledge and to which the County is subject as of the date hereof, and the County had and has the power and authority under the Constitution and the laws of the State of Georgia to operate the System, and to fix and collect rates, fees and other charges for the use and services of the System.

(8) There is no pending action, suit, proceeding or investigation at law or in equity against the County before any court, public board or body, or, to the best of my knowledge, threatened against or affecting the County, wherein an unfavorable decision, ruling or finding would adversely affect (i) the transactions contemplated by the Official Statement, (ii) the validity or enforceability of the Bond Resolution, the Series 2017 Bonds, or the County Documents, or (iii) the power or authority of the

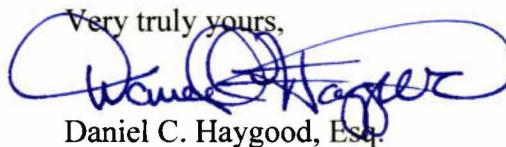
County to own and operate the System or to prescribe, revise and collect rates, fees, tolls or charges in connection with the services furnished by and the use of the System.

(9) To the best of my knowledge, the adoption of the Bond Resolution and execution and delivery of the Series 2017 Bonds and the County Documents and the compliance with the provisions thereof, under the circumstances contemplated thereby, do not and will not conflict with or constitute on the part of the County a violation, breach of or default under any order, rule or decision of any court or governmental body or agency having jurisdiction over the County or any of its activities or properties.

(10) The order of the Superior Court of Oconee County validating the Series 2017 Bonds and all transactions, proceedings and other actions pertaining thereto, is in full force and effect, and no appeals are pending with respect to such order of validation.

The enforceability of the Series 2017 Bonds and the County Documents may be limited or affected by bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting the enforcement of creditors' rights generally or principles of equity applicable to the availability of specific performance or other equitable relief.

I am a member of the State Bar of Georgia. My opinions herein are limited to the laws of the State of Georgia and any applicable federal laws of the United States. This opinion is limited to the matters expressly set forth above, and no opinion is implied or may be inferred beyond the matters so stated. This opinion is intended solely for the use of the addressees and their permitted successors and assigns and may not be relied upon by any other person for any purpose without my prior written consent in each instance. I expressly disclaim any duty to update this opinion in the future for any changes of fact or law that may affect any of the opinions expressed herein.

Very truly yours,

Daniel C. Haygood, Esq.