

RESOLUTION OF THE BOARD OF COMMISSIONERS OF WALTON COUNTY, GEORGIA AUTHORIZING THE APPROVAL OF THE ISSUANCE OF REVENUE BONDS BY THE WALTON COUNTY WATER AND SEWERAGE AUTHORITY AND THE APPROVAL OF THE EXECUTION OF A THIRD SUPPLEMENT TO AN INTERGOVERNMENTAL CONTRACT BY THE WALTON COUNTY WATER AND SEWERAGE AUTHORITY WITH OCONEE COUNTY, GEORGIA RELATING TO THE HARD LABOR CREEK RESERVOIR PROJECT; AND FOR OTHER PURPOSES.

WHEREAS, pursuant to a resolution of the Walton County Water and Sewerage Authority (the "Authority"), adopted on September 25, 2007, as supplemented on March 25, 2008, the Authority issued its Walton County Water and Sewerage Authority Revenue Bonds (Oconee-Hard Labor Creek Reservoir Project), Series 2008, in the aggregate principal amount of \$19,535,000 (the "Series 2008 Bonds"), for the purpose of (i) financing or refinancing a portion of the cost of the acquisition, construction, installation and equipping of a new reservoir and related treatment, pumping and other facilities and other related facilities, including piping; (ii) paying capitalized interest on the Series 2008 Bonds; and (iii) paying all or a portion of the costs of issuance of the Series 2008 Bonds, including a bond insurance premium; and

WHEREAS, pursuant to a resolution of the Authority, adopted on June 30, 2015, the Authority issued its Walton County Water and Sewerage Authority Refunding Revenue Bonds (Oconee-Hard Labor Creek Reservoir Project), Series 2015, in the aggregate principal amount of \$8,425,000 (the "Series 2015 Bonds") for the purpose of (i) refunding a portion of the Series 2008 Bonds, maturing in the years 2028 and 2038; and (ii) paying all or a portion of the costs of issuance of the Series 2015 Bonds; and

WHEREAS, the Series 2008 Bonds are currently outstanding in the aggregate principal amount of \$10,440,000; and

WHEREAS, Oconee County, Georgia ("Oconee County") and the Authority have previously entered into an Intergovernmental Contract - Reservoir Project, dated as of October 1, 2007 (the "Original Intergovernmental Contract"), as supplemented by a First Supplement to Intergovernmental Contract - Reservoir Project, dated April 1, 2008 (the "First Supplement to Contract"), and as supplemented by a Second Supplement to Intergovernmental Contract-Reservoir Project, dated July 1, 2015 (the "Second Supplement to Contract"), pursuant to which the Authority agreed to provide, or cause to be provided, certain water and sewerage facilities and services to Oconee County, and Oconee County agreed, subject to the terms of the Original Intergovernmental Contract, as supplemented, to pay amounts to the Authority, or its assignee, which will be sufficient to pay amounts due on, among other obligations, the outstanding Series 2008 Bonds and the Series 2015 Bonds, and which amounts will be pledged to secure the payment of the outstanding Series 2008 Bonds and the 2015 Bonds; and

WHEREAS, pursuant to a resolution of the Board of Commissioners of Walton County, Georgia (the "Board of Commissioners"), adopted on October 2, 2007, the Board consented to and approved the Authority proceeding with the issuance of the Series 2008 Bonds and the

execution, delivery and performance of the Original Intergovernmental Contract and all documents and proceedings related thereto; and

WHEREAS, the Authority and the County propose to finance or refinance a portion of the cost of acquiring, constructing, installing and equipping storage and transmission facilities related to the Hard Labor Creek reservoir (the “2016 Reservoir Project”); and

WHEREAS, the Authority, proposes to issue its Revenue Bonds (Oconee-Hard Labor Creek Reservoir Project), Series 2016, in the aggregate principal amount of \$9,465,000 (the “Series 2016 Bonds”), for the purpose of providing funds to (i) refund all of the outstanding Series 2008 Bonds (the “Refunded Bonds”), in order to achieve interest cost savings, (ii) finance or refinance the costs of acquiring, constructing, installing and equipping the 2016 Reservoir Project, and (iii) pay the costs of issuing the Series 2016 Bonds; and

WHEREAS, the Authority proposes to enter into a Third Supplement to Intergovernmental Contract-Reservoir Project, dated as of October 1, 2016 (the “Third Supplement to Contract”) to identify the Series 2016 Bonds as secured by the Original Intergovernmental Contract with all the rights, benefits and securities granted thereunder and to provide for other related matters; and

WHEREAS, the Authority has recommended to Walton County, Georgia (the “County”) that the County approve the issuance of the Series 2016 Bonds and the execution and delivery of the Third Supplement to Contract by the Authority; and

WHEREAS, after study and consideration of such recommendation, the County proposes to approve the Authority’s issuance of the Series 2016 Bonds, the execution and delivery of the Third Supplement to Contract, and other related matters; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF WALTON COUNTY AS FOLLOWS:

Section 1. Consent to Authority Action Relating to Refunding of Refunded Bonds and 2016 Reservoir Project. The County hereby consents to and approves the Authority proceeding with the issuance of the Series 2016 Bonds and all documents and proceedings related thereto.

Section 2. Consent to Authority Entering Into Third Supplement to Contract. The County hereby consents to, and approves, the execution, delivery and performance of the Third Supplement to Contract by the Authority.

Section 3. Additional Actions. From and after the date of adoption of this resolution, the Chairman and Clerk or Assistant Clerk of the Board of Commissioners are hereby authorized and empowered to take such other actions and to execute for and on behalf of the County all such agreements, certificates, affidavits and other documents as may be necessary or desirable in connection with the effectuation of the matters and actions approved by, or contemplated by, this Resolution.

Section 4. Repealing Clause. All resolutions or parts thereof of the Board of Commissioners in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 5. Effective Date. This Resolution shall take effect immediately upon its adoption.

Adopted this 13<sup>th</sup> day of September, 2016.



BOARD OF COMMISSIONERS OF WALTON  
COUNTY

By: Kevin W. Rette  
Chairman

Leta B. Samuel  
Clerk

CLERK'S CERTIFICATE

I, the undersigned Clerk of the Board of Commissioners of Walton County, DO HEREBY CERTIFY that the foregoing pages of typewritten matters constitute a true and correct copy of a resolution of the Board of Commissioners of Walton County duly adopted on September 13, 2016, at a meeting which was duly called and assembled and open to the public and at which a quorum was present and acting throughout, and that the original of such resolution appears of record in the Minute Book of the Board of Commissioners which is in my custody and control.

GIVEN under my hand and seal of Walton County, this 13<sup>th</sup> day of September, 2016.



*Letia B. Yacobi*  
Clerk, Board of Commissioners of Walton County