

March 3, 2016

Oconee County Industrial Development Authority Watkinsville, Georgia

Oconee County, Georgia Watkinsville, Georgia

Stifel Nicolaus & Company, Incorporated Atlanta, Georgia

Re: \$4,285,000 Oconee County Industrial Development Authority Revenue Bond (Oconee County Economic Development Project), Series 2016 (the "Series 2016 Bond")

Ladies and Gentlemen:

The undersigned, South State Bank, Athens, Georgia (the "Bank"), hereby represents and warrants to you as follows:

- 1. The Bank has purchased on the date hereof at the price of par, with no accrued interest, \$4,285,000 in principal amount of the above-referenced Series 2016 Bond, issued pursuant to that certain Bond Resolution, adopted by the Oconee County Industrial Development Authority (the "Issuer") on February 8, 2016 (collectively, the "Bond Resolution") for the purpose of making a loan to said Authority.
- 2. The Bank has sufficient knowledge and experience in business and financial matters in general, and instruments such as the Series 2016 Bond in particular, to enable the Bank to evaluate the Series 2016 Bond, the credit of the borrower and any obligor, if any, the collateral and the bond terms and that the Bank will make its own independent credit analysis and decision to purchase the Series 2016 Bond based upon an independent examination and evaluation of the transaction and the information deemed appropriate, without reliance on Stifel Nicolaus & Company, Incorporated or its affiliates, its directors, officers, employees, attorneys or agents.
- 3. The Bank acknowledges that no credit rating has been sought or obtained with respect to the Series 2016 Bond.

- 4. The Bank acknowledges that no official statement has been prepared for the Series 2016 Bond, and that neither the Issuer nor Oconee County, Georgia (the "County") will be entering into a continuing disclosure agreement to provide ongoing disclosure respecting the Series 2016 Bond. The Bank has been offered copies of, or full access to all documents relating to the Series 2016 Bond and all records, reports, financial statements and other information concerning the Issuer and the County and pertinent to the source of payment for the Series 2016 Bond as deemed material by the Bank; which the Bank as a reasonable investor, has requested and to which the Bank, as a reasonable investor or lender, would attach significance in making an investment or lending decision.
- 5. The Bank confirms that its loan evidenced by the Series 2016 Bond a loan that is suitable for and consistent with its lending program and that the Bank is able to bear the economic risk of the loan evidenced by the Series 2016 Bond, including a complete loss of such loan.
- 6. The Bank is acquiring the Series 2016 Bond for its loan portfolio and is not acquiring the Series 2016 Bond for resale or other disposition, and Bank has no present intention of reselling or otherwise disposing of all or any part of the Series 2016 Bond or dividing its interest therein; however, Bank reserves the right to assign, transfer, to sell participation interests in or otherwise dispose of the Series 2016 Bond as it chooses. Bank agrees that it will not sell, transfer, assign, or otherwise dispose of the Series 2016 Bond or such ownership interests therein (i) unless (a) the purchaser is a lending institution and (b)(1) it obtains from the purchaser and delivers to the Issuer an agreement similar in form and substance to this agreement or (2) it obtains from the purchaser and delivers to the Issuer a written acknowledgment that such purchaser is a "qualified institutional buyer" as defined in Rule 144A promulgated under the Securities Act of 1933, as amended (the "1993 Act") and (ii) except in compliance with the applicable provisions of the 1933 Act, the Securities Exchange Act of 1934, as amended (the "1934 Act"), any rules and regulations promulgated under either the 1933 Act and the 1934 Act, and the applicable securities laws of any other applicable jurisdiction, and in connection therewith, Bank agrees that it shall furnish to any purchaser of the Series 2016 Bond all information required by applicable law.
- 7. The Bank understands that the Series 2016 Bond (i) has not been registered under the Securities Act of 1933, as amended (the "Act"), and (ii) has not been registered or qualified under any state securities or "Blue Sky" laws, and that the Bond Resolution has not been qualified under the Trust Indenture Act of 1939, as amended.
- 8. The Bank has been furnished with and has examined the Series 2016 Bond, the Bond Resolution and other documents, certificates and the legal opinions delivered in connection with the issuance of the Series 2016 Bond.
- 9. The Bank understands that the Issuer, the County and Stifel Nicolaus & Company, Incorporated, and their respective counsel and Bond Counsel will rely upon the accuracy and truthfulness of the representations and warranties contained herein and hereby consents to such reliance.
- 10. The signatory of this Certificate is a duly authorized officer of the Bank with the authority to sign this Certificate on behalf of the Bank, and this Certificate has been duly authorized, executed and delivered.

Very truly yours,

SOUTH STATE BANK

By: M. McCurley

Name: Mike McCurley

Title: Vice President