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# KING & KOZLAREK

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Finance | Development | Litigation

August 10, 2021

Stifel, Nicolaus & Company, Incorporated  
Atlanta, Georgia

**\$12,500,000**  
**OCONEE COUNTY, GEORGIA**  
**GENERAL OBLIGATION BONDS**  
**SERIES 2021**

Ladies and Gentlemen:

King Kozlarek Law LLC (“King & Kozlarek”) has acted as your counsel in connection with the sale of the referenced Bonds and, in that capacity, has examined executed counterparts of the Bond Purchase Agreement between you and Oconee County, Georgia (“Issuer”), dated August 3, 2021, and the originals or copies, certified or otherwise identified to King & Kozlarek’s satisfaction, of other documents, records and other instruments as King & Kozlarek has deemed necessary or advisable for this Letter’s purposes.

In connection with the preparation of the Preliminary Official Statement, dated July 26, 2021, and the Official Statement, dated August 3, 2021, King & Kozlarek has generally reviewed information furnished to King & Kozlarek by representatives of the Issuer, Gray Pannell & Woodward LLP (“Bond/Disclosure Counsel”), and your representatives. King & Kozlarek has also reviewed other records relating to the authorization, issuance, and sale of the Bonds and has relied on certificates of officials of the Issuer, and reviewed the opinions of Bond Counsel, the Issuer’s counsel, and Disclosure Counsel. King & Kozlarek has assumed that all records, documents, certificates, and opinions that King & Kozlarek has reviewed, and the signatures of the same, are genuine. King & Kozlarek has not reviewed any electronic version of the Preliminary Official Statement or the Official Statement and assumes that any electronic version is identical in all respects to the printed version.

In arriving at the opinion and other factual conclusions expressed below, King & Kozlarek is not expressing any opinion or view on, and with your permission is assuming and relying on, the validity, accuracy, and sufficiency of the records, documents, certificates, and opinions referred to above (including the accuracy of all factual matters represented and legal conclusions contained in the same, including (without limitation) representations and legal conclusions regarding the due authorization, issuance, delivery, validity, and enforceability of the Bonds and the exclusion of interest on the Bonds from gross income for both federal and state income tax purposes). King & Kozlarek understands that, with respect to the exclusion of interest on the Bonds from gross income for both federal and state income tax purposes, you are relying on the opinion of Bond Counsel, of even date of this Letter.

King & Kozlarek has also reviewed the requirements of Rule 15c2-12(b)(5) of the Securities and Exchange Commission (“Rule”) regarding the financial information or operating data for the Issuer with respect to the Bonds.

Based on the foregoing, King & Kozlarek is of the opinion, as of this Letter’s date, that:

1. No registration of the Bonds under the Securities Act of 1933, as amended, or qualification of the Ordinance (as defined in the Bond Purchase Agreement), under the Trust Indenture Act of 1939, as amended, is

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required in connection with the offer and sale of the Bonds to the public; and

2. The Continuing Disclosure Certificate, dated of even date with this Letter, executed by the Issuer appears on its face appropriately responsive in all material respects to the requirements of the Rule.

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King & Kozlarek is not passing on and does not assume any responsibility for the accuracy, completeness, or fairness of any of the statements contained in the Preliminary Official Statement and makes no representation that King & Kozlarek has independently verified the accuracy, completeness, or fairness of any statements; however, in King & Kozlarek's capacity as your counsel, to assist you in your review with respect to the Preliminary Official Statement, and based on King & Kozlarek's review and discussions and in reliance on the accuracy of the information contained in the aforementioned certificates and opinions, King & Kozlarek advises you as a matter of fact and not of opinion that, during the course of King & Kozlarek's representation of you in this matter, no facts came to the attention of the attorney(s) in King & Kozlarek rendering legal services in connection with this representation (without independent investigation) which caused King & Kozlarek to believe that the Preliminary Official Statement as of its date and as of the date of this Letter (other than the statistical and financial data included therein and the financial statements and related notes and schedules attached thereto, including as contained in Appendix A, the information relating to The Depository Trust Company and its affiliates and the book-entry-only system of registration and transfer, the information therein under the caption "THE SERIES 2021 BONDS – Book-Entry Only System" and "– Book-Entry System of Registration," and Appendix B, as to which King & Kozlarek expresses no view) contained or contains any untrue statement of a material fact or omitted or omits to state any material fact required to be stated therein or necessary in order to make the statements made therein, in light of the circumstances under which they were made, not misleading to the bondholders to whom the Bonds are sold.

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Except as set forth above, King & Kozlarek expresses no opinion or statement of fact, as applicable, in connection with the issuance and sale of the Bonds or regarding the accuracy, adequacy or completeness of the Preliminary Official Statement or the Official Statement. Further, King & Kozlarek expresses no opinion regarding tax consequences or otherwise as to the compliance by the Issuer or by you with any federal or state statute, regulations, or ruling relating to the offering or sale of the Bonds.

The opinions and statement of fact expressed in this Letter are provided solely for your benefit in connection with the issuance of the Bonds. This Letter may neither be relied on by you for any other purpose nor be furnished to, used, circulated, quoted, or relied on by any other person or entity for any other purpose, without King & Kozlarek's prior written consent in each instance. King & Kozlarek disclaims any obligation to update this Letter for events occurring or coming to King & Kozlarek's attention after this Letter's date.

Very truly yours,

  
**KING KOZLAREK LAW LLC**