

IN THE SUPERIOR COURT OF OCONEE COUNTY
STATE OF GEORGIA

FILED IN OFFICE
CLERK OF SUPERIOR COURT
OCONEE COUNTY, GEORGIA

2017 SEP 20 PM 3: 29

ANGELA ELDER-JOHNSON
OCONEE COUNTY, GEORGIA
CLERK

CIVIL ACTION FILE NO. 2017-CV-0285-S
BOND VALIDATION

STATE OF GEORGIA,)
)
Plaintiff,)
)
 v.)
)
OCONEE COUNTY, GEORGIA,)
)
Defendant.)

PETITION AND COMPLAINT

TO THE SUPERIOR COURT OF OCONEE COUNTY:

The STATE OF GEORGIA, by and through Kenneth W. Mauldin, District Attorney of the Western Judicial Circuit, in which is located Oconee County, Georgia, files this petition and complaint against Oconee County, Georgia (the "County"), as defendant, and respectfully shows that:

1.

The defendant County is a political subdivision duly organized and validly existing under and by virtue of the laws of the State of Georgia. This Honorable Court has exclusive jurisdiction of this proceeding and over the party defendant hereinabove named.

2.

The defendant County is authorized to own, operate and maintain and now owns, operates and maintains a water and sewerage system (as it now exists and may hereafter be improved, the "System") for the purpose of providing water and sewerage services for the use, protection, health and well-being of the public served by it, and the defendant County is

authorized under and by virtue of the Revenue Bond Law (O.C.G.A. Section 36-82-60, *et seq.*), as amended, to acquire, construct and install additions, extensions and improvements to the System; to operate and maintain the System for its own use and for the use of the public served by it; to prescribe, revise and collect rates, fees, tolls and charges for the services, facilities and commodities furnished by the System; and, in anticipation of the collection of revenues therefrom, to issue revenue bonds to finance, in whole or in part, the cost of adding to, extending and improving the System, to refund revenue bonds previously issued or to refinance loans previously incurred, all for the use, protection, health and well-being of the public served by it.

3.

The defendant County issued, pursuant to a resolution of the County adopted on October 23, 1998, as supplemented on November 3, 1998 (collectively, the “Original Resolution”), \$12,290,000 in original aggregate principal amount of Oconee County, Georgia Water and Sewerage Improvement and Refunding Revenue Bonds, Series 1998 (the “Series 1998 Bonds”), in order to finance, in whole or in part, the cost of (i) refunding the County’s Water and Sewerage Revenue Bonds, Series 1994, (ii) refinancing certain of the County’s Georgia Environmental Facilities Authority (“GEFA”) loans, (iii) prepaying certain other System loans, (iv) financing the cost of additions, extensions and improvements to the System, (v) funding, in part, a reasonably required debt service reserve, (vi) paying the premium for a bond insurance policy relating to the Series 1998 Bonds, and (vii) paying the costs of issuance relating thereto. The Series 1998 Bonds are no longer outstanding as described in paragraph 5 of this petition and complaint.

4.

The defendant County issued, pursuant to and in conformity with the Original Resolution, as amended and supplemented by a supplemental resolution of the County adopted on July 18, 2003 (the “2003 Resolution”), \$9,375,000 in original aggregate principal amount of Oconee County, Georgia Water and Sewerage Revenue Bonds, Series 2003 (the “Series 2003 Bonds”), in order to finance, in whole or in part, the cost of (i) adding to, improving extending and equipping the System, (ii) refinancing certain of its GEFA loans, (iii) paying the premium for a surety bond, (iv) paying the premium for a bond insurance policy relating to the Series 2003 Bonds and (v) paying the costs of issuance relating thereto. The Series 2003 Bonds are currently outstanding in the aggregate principal amount of \$100,000. On the date of issuance of the hereinafter defined Series 2017 Bonds, the County will prepay or defease the principal and interest due on the outstanding Series 2003 Bonds.

5.

The defendant County issued, pursuant to and in conformity with the Original Resolution, as amended and supplemented by the 2003 Resolution and a supplemental resolution of the County adopted on September 1, 2009, as supplemented on October 22, 2009 (collectively, the “2009 Resolution”), \$7,095,000 in the original aggregate principal amount of Oconee County, Georgia Water and Sewerage Revenue Bonds, Series 2009 (the “Series 2009 Bonds”) in order to finance, in whole or in part, the cost of (i) refunding all of the outstanding principal amount of the Series 1998 Bonds and (ii) paying the costs of issuance relating thereto. The Series 2009 Bonds are currently outstanding in the aggregate principal amount of \$1,735,000.

6.

The defendant County issued, pursuant to and in conformity with the Original Resolution, as amended and supplemented by the 2003 Resolution, the 2009 Resolution and a supplemental resolution of the County adopted on June 26, 2012, as supplemented on July 12, 2012 (collectively, the “2012 Resolution”), \$6,740,000 in the original aggregate principal amount of Oconee County, Georgia Water and Sewerage Revenue Refunding Bonds, Series 2012 (the “Series 2012 Bonds”) in order to finance, in whole or in part, the cost of (i) advance refunding a portion of the outstanding principal amount of the Series 2003 Bonds and (ii) paying the costs of issuance relating thereto. The Series 2012 Bonds are currently outstanding in the aggregate principal amount of \$6,020,000.

7.

The defendant County, after careful study and investigation, has determined that it is now to the benefit of the County to renovate and improve the Calls Creek Wastewater Reclamation Facility and acquire, construct and install additional water and sewer facilities equipment (the “2017 Projects”).

8.

The defendant County, after careful study and investigation, has also determined because of present market conditions it is advisable, feasible and in the best interest of the County to refund all of the outstanding aggregate principal amount of the Series 2009 Bonds (the “Refunded Bonds”).

9.

To those ends, the defendant County now proposes to issue the following two series of additional water and sewerage revenue bonds, pursuant to and in conformity with the

Original Resolution, as amended and supplemented by the 2003 Resolution, the 2009 Resolution, the 2012 Resolution and a supplemental resolution of the County adopted on September 20, 2017 (the “2017 Resolution”, and together with the Original Resolution, as amended and supplemented by the 2003 Resolution, the 2009 Resolution and the 2012 Resolution (collectively, the “Bond Resolution”)): (i) the Oconee County, Georgia Water and Sewerage Revenue Bonds, Series 2017A (the “Series 2017A Bonds”) in the aggregate principal amount of not to exceed \$13,500,000 for the purpose of providing funds to (A) finance the 2017 Projects and (B) pay the costs of issuing said Series 2017A Bonds and (ii) the Oconee County, Georgia Water and Sewerage Taxable Refunding Revenue Bonds, Series 2017B (the “Series 2017B Bonds” and together with the Series 2017A Bonds, the “Series 2017 Bonds”) in the aggregate principal amount of not to exceed \$2,250,000 for the purpose of providing funds to (A) refund the Refunded Bonds, (B) pay the premium of a surety bond that will fund the debt service reserve for the Series 2012 Bonds and (C) pay the costs of issuing said Series 2017B Bonds. A certified copy of the 2017 Resolution forms a part of the notice served on your District Attorney, which notice is attached hereto as Exhibit A and is, by this reference, made a part hereof.

10.

The Series 2017 Bonds shall be dated, numbered, and issued in denominations as specified in the 2017 Resolution referenced in paragraph 9 of this petition and complaint. The Series 2017A Bonds shall bear interest at a maximum rate not to exceed 5.50% per annum, payable on March 1, 2018, and semiannually thereafter on the first days of March and September in each year; shall mature as to principal on September 1 of each year; shall have a final maturity not later than September 1, 2037; and shall have a maximum annual debt service in any sinking fund year not to exceed \$1,350,000. The Series 2017B Bonds shall bear interest at a maximum

rate not to exceed 5.50% per annum, payable on March 1, 2018, and semiannually thereafter on the first days of March and September in each year; shall mature as to principal on September 1 of each year; shall have a final maturity not later than September 1, 2019; and shall have a maximum annual debt service in any sinking fund year not to exceed \$1,350,000. The actual interest rates and principal maturing annually shall be specified pursuant to the terms of a supplemental resolution of the defendant County to be adopted prior to the issuance of the Series 2017 Bonds in accordance with the terms of the 2017 Resolution.

11.

Upon the issuance of the Series 2017 Bonds, the outstanding Series 2012 Bonds and the Series 2017 Bonds will be secured by a first lien on the “net revenues” of the System. Net revenues are defined in the Bond Resolution as gross revenues of the System remaining after the payment of the sums required or permitted to be paid to operate and maintain the System. The defendant County, may, under certain terms and conditions as set forth in the Bond Resolution, issue parity bonds (the “Parity Bonds”) ranking pari passu with the outstanding Series 2012 Bonds and the Series 2017 Bonds as to the lien on the net revenues of the System.

12.

The Series 2017 Bonds now proposed to be issued were duly authorized pursuant to the Constitution of the State of Georgia and laws of the State of Georgia, including the Revenue Bond Law, and under and by virtue of the authority of the Bond Resolution.

13.

The defendant County has adopted a schedule of rates, tolls, fees and charges for the services, facilities and commodities to be furnished by the System and has agreed to revise and adjust such schedule of rates, tolls, fees and charges as often as may be necessary to produce

revenues of the System sufficient at all times to (a) operate and maintain the System on a sound business like basis, (b) make payments into the Sinking Fund (as defined in the Bond Resolution) equal to 115% of the amounts sufficient to discharge the payment of the principal of and interest on the Series 2012 Bonds, the Series 2017 Bonds and any future Parity Bonds as the same become due and payable in the then current sinking fund year, (c) pay an amount equal to 100% of principal of and interest on junior lien obligations referred to in the Bond Resolution, and (d) to create and maintain a reserve therefor in the amount as required in the Bond Resolution or such larger amounts as may be required in any proceedings authorizing any such issue or issues of parity bonds, as well as to create and maintain a reserve for extensions and improvements to the System. The undertakings for which the Series 2017 Bonds are issued, the issuance of the Series 2017 Bonds and the security therefor are, therefor, sound feasible and reasonable.

14.

The refunding of the Refunded Bonds to be accomplished with proceeds from the sale of the Series 2017B Bonds now sought to be validated is described and defined and the cost thereof is shown in documentation on file with the County, which documentation was used as the basis for the determination by the County that it is in the best interest of the County, its citizens, and the operation of the System to refund the Refunded Bonds. Such undertaking is sound, feasible, and reasonable.

15.

The Series 2017 Bonds proposed to be issued will in no way constitute a debt of the State of Georgia or any political subdivision thereof, including the defendant County, within the meaning of any constitutional or statutory limitation on indebtedness, and no holder of any of the Series 2017 Bonds shall have the right to compel the exercise of the taxing power of the

defendant County to pay the principal thereof or the interest thereon, or to enforce payment of either principal or interest against the property of the State of Georgia or any political subdivision of the State of Georgia, including the defendant County, other than the net revenues of the System pledged to the payment thereof. The Series 2017 Bonds shall be payable solely from the net revenues of the System as the same now exists and as it may hereafter be added to, extended and improved.

16.

The defendant County has taken all necessary and proper steps to authorize the issuance of the Series 2017 Bonds and desires that all of its actions in connection therewith together with the Series 2017 Bonds and the security therefor be validated and confirmed according to law and, to this end, did notify the District Attorney of the Western Judicial Circuit, in writing, which Notice was served upon the District Attorney.

17.

Said District Attorney, pursuant to the laws of the State of Georgia, particularly the Official Code of Georgia Annotated, Section 9-11-52, waives, in the name of the State of Georgia, the requirement that separate findings of fact and conclusions of law be entered in this action.

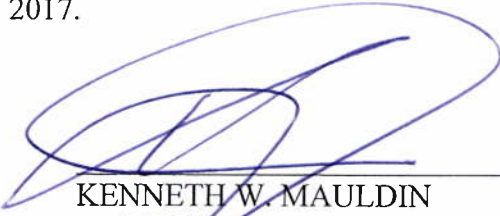
WHEREFORE, within twenty (20) days from the date of service of said Notice, your District Attorney, pursuant to the laws of the State of Georgia, files this petition and complaint in the name of the State of Georgia against Oconee County, Georgia, and prays:

(1) That an order be passed requiring the defendant County, by its proper officers, to show cause, if any exists, at such time and place, whether at term time or at Chambers, within twenty (20) days from the filing of this petition and complaint, as the Judge of this Court may direct, why the Series 2017 Bonds should not be validated, as well as to pass upon all questions of law and fact pertaining to its right to issue the Series 2017 Bonds and to pledge sufficient revenues from the System as security for the payment thereof in the manner hereinbefore described;

(2) That this petition and complaint and such order as shall be passed be served upon the defendant County in the manner provided by law; and

(3) That the Series 2017 Bonds, all actions of the defendant County in connection with their issuance and the security therefore be validated and confirmed in all respects.

This the ____ day of September, 2017.



KENNETH W. MAULDIN
DISTRICT ATTORNEY
WESTERN JUDICIAL CIRCUIT

EXHIBIT A

GEORGIA, OCONEE COUNTY

TO THE HONORABLE KENNETH W. MAULDIN,
DISTRICT ATTORNEY OF THE WESTERN JUDICIAL CIRCUIT:

FILED IN OFFICE
CLERK OF SUPERIOR COURT
OCONEE COUNTY, GEORGIA

2017 SEP 20 PM 3: 29

ANGELA ELDER-JOHNSON
OCONEE COUNTY, GEORGIA

YOU ARE HEREBY NOTIFIED that under and by virtue of authority contained ~~of~~ ^{DEP. CLK.}

in the Constitution and laws of the State of Georgia and the Revenue Bond Law of the State of Georgia (O.C.G.A. Section 36-82-60, *et seq.*), as amended, granting to Oconee County, Georgia (the "County"), authority to issue interest-bearing revenue bonds for the purpose of financing, in whole or in part, the cost of adding to, extending and improving the water and sewerage system of the County, to refund revenue bonds previously issued for such purposes, to refinance loans previously incurred for such purposes, or to pay the costs of issuance thereof, the County in a meeting duly assembled did on the 20th day of September, 2017, pass a resolution (the "2017 Resolution"), amending and supplementing resolutions adopted by the County on October 23, 1998, November 3, 1998, July 18, 2003, September 1, 2009, October 22, 2009, June 26, 2012 and July 12, 2012 (the "Prior Resolutions"), authorizing the issuance of the Oconee County, Georgia Water and Sewerage Revenue Bonds, Series 2017A (the "Series 2017A Bonds") in the aggregate principal amount of not to exceed \$13,500,000 and the Oconee County, Georgia Water and Sewerage Taxable Refunding Revenue Bonds, Series 2017B (the "Series 2017B Bonds" and together with the Series 2017A Bonds, the "Series 2017 Bonds") in the aggregate principal amount of not to exceed \$2,250,000, the date, denomination, maximum interest rates, final maturity dates and all other pertinent facts pertaining to said Series 2017 Bonds being shown in detail in said 2017 Resolution, a certified copy of which is hereto attached as Annex 1 and made a part hereof. Said 2017 Resolution is in conformity with and affirms and adopts all applicable terms, covenants, provisions and conditions of the Prior Resolutions.

YOU ARE FURTHER HEREBY NOTIFIED of the action of the County, in accordance with the law pertaining to validation and confirmation of said proposed issue of the Series 2017 Bonds, and request is hereby made that you take immediate and proper steps for the confirmation and validation of said Series 2017 Bonds and the security therefore as provided by law.

This ____ day of September, 2017.

OCONEE COUNTY, GEORGIA

By: 
Chairman, Board of Commissioners

(SEAL)

Attest:


Clerk, Board of Commissioners



* * * * *

ANNEX 1

[2017 Resolution]

FILED IN OFFICE
CLERK OF SUPERIOR COURT
OCONEE COUNTY, GEORGIA

2017 SEP 20 PM 3:29

ALBERTA L. JOHNSON
CLERK OF SUPERIOR COURT
OCONEE COUNTY, GEORGIA

DEP. CLK.

A RESOLUTION OF OCONEE COUNTY, GEORGIA, PROVIDING FOR THE ISSUANCE OF NOT TO EXCEED \$13,500,000 IN AGGREGATE PRINCIPAL AMOUNT OCONEE COUNTY, GEORGIA WATER AND SEWERAGE REVENUE BONDS, SERIES 2017A, TO FINANCE THE COST OF (I) RENOVATING AND IMPROVING THE CALLS CREEK WASTEWATER RECLAMATION FACILITY AND THE ACQUISITION, CONSTRUCTION AND INSTALLATION OF OTHER WATER AND SEWER FACILITIES AND EQUIPMENT, AND (II) PAYING COSTS OF ISSUANCE RELATING THERETO AND NOT TO EXCEED \$2,250,000 IN AGGREGATE PRINCIPAL AMOUNT OCONEE COUNTY, GEORGIA WATER AND SEWERAGE TAXABLE REFUNDING REVENUE BONDS, SERIES 2017B, TO FINANCE THE COST OF (I) ADVANCE REFUNDING THE COUNTY'S OUTSTANDING WATER AND SEWERAGE REFUNDING REVENUE BONDS, SERIES 2009, (II) PAYING THE PREMIUM OF A SURETY BOND THAT WILL FUND THE DEBT SERVICE RESERVE FOR THE SERIES 2012 BONDS, AND (III) PAYING COSTS OF ISSUANCE RELATING THERETO; TO REAFFIRM AND ADOPT ALL APPLICABLE TERMS, COVENANTS, PROVISIONS AND CONDITIONS OF THE RESOLUTION OF THE COUNTY ADOPTED 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, AND AS SUPPLEMENTED ON JULY 12, 2012; TO ENLARGE THE SCOPE OF OTHER TERMS, COVENANTS, PROVISIONS AND CONDITIONS OF SAID RESOLUTIONS; TO INCLUDE PROVISIONS FOR SAID REVENUE BONDS; TO MAINTAIN CERTAIN FUNDS AND PROVIDE FOR THE DISPOSITION THEREOF; TO PROVIDE RATES FOR THE SERVICES AND FACILITIES TO BE FURNISHED BY THE SYSTEM AND THE REMEDIES OF THE HOLDERS OF SAID REVENUE BONDS; TO PROVIDE FOR THE ISSUANCE OF ADDITIONAL PARI PASSU WATER AND SEWERAGE REVENUE BONDS; AND FOR OTHER RELATED PURPOSES:

WHEREAS, under and by virtue of the authority of the Constitution of the State of Georgia and the Revenue Bond Law (Title 36, Chapter 82, Article 3 of the Official Code of Georgia Annotated, as amended), Oconee County, Georgia, a political subdivision of the State of Georgia and a "governmental body" as defined in said Revenue Bond Law (the "County"), is authorized to own and operate a water and sewerage system (the "System"); and to prescribe and revise rates and collect fees and charges for the services, facilities and commodities furnished by the System, as now existent and as hereafter added to, extended, improved and equipped, and in anticipation of the collection of revenues from such System, to issue revenue bonds to finance, in whole or in part, the cost of such additions, extensions, improvements and equipment or to refund outstanding revenue bonds and to pay expenses necessary to accomplish the foregoing; and

WHEREAS, the County, pursuant to a resolution adopted on October 23, 1998, as supplemented on November 3, 1998 (collectively, the "Original Resolution"), authorized and

actually issued and delivered its Oconee County, Georgia Water and Sewerage Improvement and Refunding Revenue Bonds, Series 1998, in the original aggregate principal amount of \$12,290,000 (the "Series 1998 Bonds") in order to (i) refund certain of its Water and Sewerage Revenue Bonds, Series 1994, (ii) refinance certain of its Georgia Environmental Facilities Authority ("GEFA") loans and other certain loans and (iii) finance the cost of certain additions, extensions and improvements to the System; and

WHEREAS, the County, pursuant to the Original Resolution and a resolution adopted on July 18, 2003 (the "2003 Resolution"), authorized and actually issued and delivered its Oconee County, Georgia Water and Sewerage Revenue Bonds, Series 2003, in the original aggregate principal amount of \$9,375,000 (the "Series 2003 Bonds") in order to finance, in whole or in part, the cost of (i) adding to, improving extending and equipping the System, (ii) refinancing certain of its GEFA loans, (iii) paying the premium for a surety bond, (iv) paying the premium for a bond insurance policy relating to the Series 2003 Bonds and (v) paying the costs of issuance relating thereto; and

WHEREAS, the County, pursuant to the Original Resolution, as supplemented and amended, and a resolution adopted on September 1, 2009, as supplemented on October 22, 2009 (collectively, the "2009 Resolution"), authorized and actually issued and delivered its Oconee County, Georgia Water and Sewerage Revenue Bonds, Series 2009, in the original aggregate principal amount of \$7,095,000 (the "Series 2009 Bonds") in order to finance, in whole or in part, the cost of (i) refunding all of the outstanding principal amount of the Series 1998 Bonds and (ii) paying the costs of issuance relating thereto; and

WHEREAS, the County, pursuant to the Original Resolution, as supplemented and amended, and a resolution adopted on June 26, 2012, as supplemented on July 12, 2012 (collectively, the "2012 Resolution"), authorized and actually issued and delivered its Oconee County, Georgia Water and Sewerage Refunding Revenue Bonds, Series 2012, in the original aggregate principal amount of \$6,740,000 (the "Series 2012 Bonds" and, together with the Series 2003 Bonds and the Series 2009 Bonds, the "Prior Bonds") in order to finance, in whole or in part, the cost of (i) advance refunding a portion of the outstanding principal amount of the Series 2003 Bonds and (ii) paying the costs of issuance relating thereto; and

WHEREAS, the Series 1998 Bonds are no longer outstanding, the Series 2003 Bonds are currently outstanding in the aggregate principal amount of \$100,000, the Series 2009 Bonds are currently outstanding in the aggregate principal amount of \$1,735,000, and the Series 2012 Bonds are currently outstanding in the aggregate principal amount of \$6,020,000; and

WHEREAS, the Prior Bonds are secured by a first lien on the net revenues of the System; and

WHEREAS, in anticipation of the need to further add to, extend, improve and equip the System or to refund outstanding revenue bonds, the Original Resolution, as amended, provides for the issuance of additional revenue obligations from time to time having as their security the same pledge of and lien on the net revenues of the System as the Prior Bonds upon certain terms and conditions being met as provided in the Original Resolution; and

WHEREAS, the County has determined after a thorough investigation that it is now to the benefit of the County to renovate and improve the Calls Creek Wastewater Reclamation Facility and acquire, construct and install additional water and sewer facilities and equipment (the “2017 Projects”); and

WHEREAS, the County has further determined that the most feasible method of (i) financing the 2017 Projects and (ii) paying the costs of issuance relating thereto is for the County to issue its Water and Sewerage Revenue Bonds, Series 2017A (the “Series 2017A Bonds”) ranking on a parity as to lien on the net revenues of the System, as is authorized under the provisions of the hereinafter defined Bond Resolution, in an aggregate principal amount of not to exceed \$13,500,000, and to pledge to the payment thereof and of any additional parity bonds hereafter issued the net revenues of the System; and

WHEREAS, the County has also determined after a thorough investigation that it is now to the benefit of the County to refund all of the outstanding aggregate principal amount of the Series 2009 Bonds (the “Refunded Bonds”) and prepay or defease the outstanding Series 2003 Bonds; and

WHEREAS, it is proposed that the County should obtain Debt Service Reserve Surety Bond in an amount equal to the Debt Service Reserve requirement relating to the Series 2012 Bonds (the “Series 2012 Reserve Account Credit Facility”), simultaneously with the issuance of such Series 2017 Bonds; and

WHEREAS, the County has further determined that the most feasible method of (i) refunding the Refunded Bonds, (ii) paying the premium of a surety bond that will fund the debt service reserve for the Series 2012 Bonds, and (iii) paying the costs of issuance relating thereto is for the County to issue its Water and Sewerage Taxable Refunding Revenue Bonds, Series 2017B (the “Series 2017B Bonds” and, together with the Series 2017A Bonds, the “Series 2017 Bonds”) ranking on a parity as to lien on the net revenues of the System, as is authorized under the provisions of the hereinafter defined Bond Resolution, in an aggregate principal amount of not to exceed \$2,250,000 and to pledge to the payment thereof and of any additional parity bonds hereafter issued the net revenues of the System; and

WHEREAS, the proceeds derived from the sale of the Series 2017B Bonds will be deposited, simultaneously with the issuance and delivery of such Series 2017B Bonds, with Regions Bank, Atlanta, Georgia, as escrow agent (in such capacity, the “Escrow Agent”), under an Escrow Deposit Agreement, dated as of the date of the issuance of the Series 2017B Bonds (the “Escrow Deposit Agreement”), to be entered into between the County and Region Bank, Atlanta, Georgia, as Escrow Agent and as paying agent for the Refunded Bonds (in such capacity, the “Series 2009 Paying Agent”), in an amount sufficient to pay the cost of acquiring certain “Acquired Obligations” as defined in said Escrow Deposit Agreement, which Acquired Obligations will be deposited in trust with the Escrow Agent, and the Acquired Obligations and the interest derived therefrom together with the initial cash balance, if any, to be paid by the County from lawfully available funds will be used and applied toward the cost of paying the principal and interest on the Refunded Bonds through their final maturity date of September 1, 2019, all as hereinafter provided all as hereinafter provided; and

WHEREAS, prior to the actual issuance and delivery of the Series 2017 Bonds, the County will appoint Regions Bank, Atlanta, Georgia, to act as Paying Agent and as Bond Registrar for the Series 2017 Bonds hereinafter authorized to be issued and to perform various functions with respect to the Series 2017 Bonds, including, but not limited to, the authentication of the bonds of this issue by the manual signature of a duly authorized officer of such bank, as Bond Registrar, the registration, transfer, exchange and related mechanical and clerical functions, as well as the preparation, signing and issuance of checks or drafts in payment of the principal of and interest on the Series 2017 Bonds as same become due and payable; and

WHEREAS, all of the terms and conditions contained in the Original Resolution regarding the issuance of additional revenue obligations have or will be met, so the Series 2017 Bonds will have a lien on the net revenues of the System on a parity with the lien on such net revenues securing the outstanding Prior Bonds; and

WHEREAS, the County proposes to authorize the use and distribution of a Preliminary Official Statement relating to the Series 2017 Bonds (the "Preliminary Official Statement"), authorize the execution, delivery and use of an Official Statement relating to the Series 2017 Bonds (the "Official Statement") and authorize the "deeming final" at the appropriate time of the Preliminary Official Statement for purposes of Rule 15c2-12 promulgated by the Securities and Exchange Commission; and

WHEREAS, the County has also determined after a thorough investigation that it is now to the benefit of the County to prepay all of the outstanding aggregate principal amount of the Series 2003 Bonds with available funds of the County; and

WHEREAS, the County desires to enter into a Bond Purchase Agreement (the "Bond Purchase Agreement"), providing for the sale of the Series 2017 Bonds by the County to Stifel Nicolaus & Company, Incorporated, Atlanta, Georgia (the "Underwriter").

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Oconee County, Georgia, and it is hereby resolved by authority of the same, as follows:

Section 1. Definitions. For the purpose of this Resolution the definitions set forth in the Original Resolution shall have the same meanings when used in this Resolution except that the definitions set forth below shall be and are hereby amended effective as of the date of the issuance and delivery of the Series 2017 Bonds herein authorized to be issued as follows:

"2003 Resolution" means that certain resolution of the County adopted on July 18, 2003, authorizing the issuance of the Series 2003 Bonds.

"2009 Resolution" means that certain resolution of the County adopted on September 1, 2009, as supplemented on October 22, 2009, authorizing the issuance of the Series 2009 Bonds.

"2012 Resolution" means that certain resolution of the County adopted on June 26, 2012, as supplemented on July 12, 2012, authorizing the issuance of the Series 2012 Bonds.

"Additional Parity Bonds" means, after the issuance of the Series 2017 Bonds, any water and sewerage revenue bonds which might hereafter be issued on a parity with the Series 2012

Bonds, the Series 2017 Bonds or any issued on parity therewith pursuant to the terms of the Bond Resolution subsequent to the issuance of the Series 2017 Bonds.

“Bonds” means, after the issuance of the Series 2017 Bonds, the Series 2012 Bonds, the Series 2017 Bonds and, unless the context clearly indicates otherwise, any Additional Parity Bonds.

“Bond Resolution” means collectively the Original Resolution, the 2003 Resolution, the 2009 Resolution, the 2012 Resolution and this Resolution, and as same may hereafter be supplemented from time to time.

“Escrow Agent” means initially Regions Bank, Atlanta, Georgia, its successors and assigns, or any successor paying agent hereafter appointed by the County; provided, however, the Escrow Agent shall at all times be a commercial bank or trust company.

“Escrow Deposit Agreement” means the Escrow Deposit Agreement, dated as of the date of issuance of the Series 2017 Bonds, between the County and the Escrow Agent, as the same from time to time may be amended.

“Original Resolution” means that certain resolution of the County adopted October 23, 1998, as supplemented on November 3, 1998, authorizing the issuance of the Series 1998 Bonds.

“Series 1998 Bonds” mean the Oconee County, Georgia Water and Sewerage Improvement and Refunding Revenue Bonds, Series 1998 authorized to be issued pursuant to the Original Resolution.

“Series 2003 Bonds” mean the Oconee County, Georgia Water and Sewerage Revenue Bonds, Series 2003 authorized to be issued pursuant to the 2003 Resolution.

“Series 2009 Bonds” mean the Oconee County, Georgia Water and Sewerage Refunding Revenue Bonds, Series 2009 authorized to be issued pursuant to the 2009 Resolution.

“Series 2012 Bonds” mean the Oconee County, Georgia Water and Sewerage Refunding Revenue Bonds, Series 2012 authorized to be issued pursuant to the 2012 Resolution.

“Series 2017 Bonds” mean the Series 2017A Bonds and the Series 2017B Bonds.

“Series 2017A Bonds” mean the Oconee County, Georgia Water and Sewerage Revenue Bonds, Series 2017A authorized to be issued pursuant to this Resolution.

“Series 2017B Bonds” mean the Oconee County, Georgia Water and Sewerage Refunding Revenue Bonds, Series 2017B authorized to be issued pursuant to this Resolution.

“Supplemental Resolution” means that certain resolution of the County adopted prior to the issuance of the Series 2017 Bonds amending and supplementing this Resolution.

“Underwriter” means Stifel Nicolaus & Company, Incorporated, Atlanta, Georgia,

Section 2. Authorization of Series 2017 Bonds. That all the terms, provisions and conditions contained in the Original Resolution, having been met and complied with, there is hereby authorized to be issued, pursuant to and in conformity with the Bond Resolution and the Revenue Bond Law of the State of Georgia (O.C.G.A. Section 36-82-60 et. seq.), as amended, Water and Sewerage Revenue Bonds, Series 2017A in an aggregate principal amount of not to exceed \$13,500,000 (the "Series 2017A Bonds") and Water and Sewerage Taxable Refunding Revenue Bonds, Series 2017B in an aggregate principal amount of not to exceed \$2,250,000 (the "Series 2017B Bonds" and, together with the Series 2017A Bonds, the "Series 2017 Bonds"). The Series 2017A Bonds shall be designated the "Oconee County, Georgia Water and Sewerage Revenue Bonds, Series 2017A" and the Series 2017B Bonds shall be designated the "Oconee County, Georgia Water and Sewerage Taxable Refunding Revenue Bonds, Series 2017B".

The Series 2017 Bonds shall be dated as of their date of issuance, and shall bear interest from said date. The Series 2017 Bonds shall bear interest at a rate or rates not to exceed 5.50% per annum until paid, payable March 1, 2018, and semiannually thereafter on March 1 and September 1 (each an "Interest Payment Date") in each year, with the principal maturing on September 1 of each year and in the amounts and at the rates to be specified in a supplemental resolution to be adopted by the County (the "Supplemental Resolution") prior to the issuance of the Series 2017 Bonds. The Series 2017A Bonds shall have a final maturity not later than September 1, 2037, and shall have maximum annual debt service in any sinking fund year not to exceed \$1,350,000. The Series 2017B Bonds shall have a final maturity not later than September 1, 2019, and shall have maximum annual debt service in any sinking fund year not to exceed \$1,350,000.

The Series 2017 Bonds (including bonds issued in exchange or replacement therefor) shall be issued as registered bonds without coupons in the denomination of \$5,000 each or any integral multiple thereof. The Series 2017 Bonds shall be numbered consecutively from R-1 upwards in order of issuance according to the records of the Bond Registrar.

The person in whose name any Series 2017 Bond is registered at the close of business on any record date shall be entitled to receive the interest payable on such Interest Payment Date notwithstanding any registration of transfer or exchange subsequent to such record date and prior to such Interest Payment Date; provided, however, that if and to the extent the County shall default in the payment of interest due on such Interest Payment Date, such past due interest shall be paid to the persons in whose name outstanding Series 2017 Bonds are registered on a subsequent record date established by notice given by mail by the Bond Registrar to the holders of the Series 2017 Bonds not less than thirty (30) days preceding such subsequent record date.

The principal of and interest and redemption premium, if any, on the Series 2017 Bonds shall be payable in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts. The principal of and redemption premium, if any, on the Series 2017 Bonds shall be payable upon the presentation and surrender of the bonds at the principal corporate trust office of the Paying Agent. The interest on the Series 2017 Bonds shall be paid by check or draft mailed on the date on which due by the Paying Agent by first class mail to the respective owners of the Series 2017 Bonds at their addresses as they appear on the bond register kept by the Bond Registrar at the close of business on the Record Date next preceding such Interest Payment Date; provided, however,

with respect to any Series 2017 Bonds held in Book-Entry Form, interest will be paid in accordance with the payment procedures of the Depository Trust Company or its nominee. Notwithstanding the foregoing, in the event an owner owns \$1,000,000 or more in aggregate principal amount of Series 2017 Bonds, interest may be payable by wire transfer in accordance with written instructions provided to the Paying Agent, until such instructions are revoked in writing.

The proceeds of the Series 2017 Bonds shall be applied as described in the Supplemental Resolution.

Section 3. Execution of Series 2017 Bonds. The Series 2017 Bonds shall be executed with the manual or facsimile signature of the Chairman and attested by the manual or facsimile signature of the Clerk of the Board of Commissioners of the County, and the official seal of the County shall be affixed or printed thereon. In case any officer whose signature shall appear on the Series 2017 Bonds shall cease to be such officer before delivery of such bonds, such signature shall nevertheless be valid and sufficient for all purposes the same as if such officer had remained in office until delivery.

Section 4. Authentication of Series 2017 Bonds. Only such Series 2017 Bonds as shall have endorsed thereon a certificate of authentication substantially in the form hereinafter set forth executed by the authenticating agent shall be entitled to any right or benefit hereunder. No bond shall be valid or obligatory for any purpose unless and until such certificate of authentication shall have been executed by the authenticating agent, and such executed certificate of the authenticating agent upon any such bond shall be conclusive evidence that such bond has been authenticated and delivered hereunder. Said certificate of authentication on any bond shall be deemed to have been executed by the authenticating agent if signed by an authorized officer or agent of the authenticating agent, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Series 2017 Bonds issued hereunder.

Section 5. Limited Obligations. The principal of, interest and the redemption premium, if any, on the Series 2017 Bonds shall not be payable from or a charge upon any funds of the County other than the net revenues of the System as hereinafter provided, and the Series 2017 Bonds shall not constitute a charge, lien or encumbrance, legal or equitable, upon any property of the County, other than the net revenues of the System pledged to the payment thereof.

Section 6. Forms of Series 2017 Bonds. The Series 2017 Bonds, the forms of assignment, the forms of authentication certificate and the certificate of validation to be endorsed upon said bonds shall be in substantially the forms attached hereto as Exhibit A, respectively, with such variations, omissions and insertions as are required or permitted by the Bond Resolution.

Section 7. Registration, Transfer and Exchange of Bonds. Regions Bank, Atlanta, Georgia, as Bond Registrar of the County and Paying Agent for the Series 2017 Bonds, shall keep registers for registration of transfer of the bonds. Regions Bank, Atlanta, Georgia, is also hereby designated Authentication Agent for purposes of authenticating any Series 2017 Bonds issued hereunder or issued in exchange or in replacement for Series 2017 Bonds previously issued.

Section 8. Creation of Series 2017A Project Account. There has heretofore been created and established in the Original Resolution a special fund designated the Oconee County, Georgia Water and Sewerage System Construction Fund (hereinafter sometimes referred to as the "Construction Fund"). Simultaneously with the issuance and delivery of the Series 2017 Bonds, the County shall deposit, or shall cause to be deposited, into a special account in the Construction Fund which is hereby created and designated the "Series 2017A Project Account," the amount from the proceeds of the sale of the Series 2017A Bonds as described in the Supplemental Resolution and any other funds acquired for such purpose by gift, donation, grant or otherwise. Such monies as are deposited in the Construction Fund shall be held by the Construction Fund Custodian and withdrawn only in accordance with the provisions and restrictions set forth in Article IV of the Original Resolution, and the County will not cause or permit to be paid therefrom any sums except in accordance herewith. All monies in and all securities held for the Construction Fund shall be subject to a lien and charge in favor of the holders of the bonds and any Additional Parity Bonds and shall be held for the security of such holders until paid out as hereinafter provided.

Said Fund shall be used for the purposes herein provided and for the applicable purposes provided in Article IV of the Original Resolution, and moneys therein shall be expended in the manner and by the procedure established under the provisions of said Article IV of the Original Resolution. Said Article IV and each appropriate provision thereof are hereby declared applicable to the Series 2017A Bonds and they are specifically reaffirmed and adopted as a part of this Resolution as if set forth verbatim herein.

Section 9. Creation of Series 2017 Costs of Issuance Accounts. Simultaneously with the issuance and delivery of the Series 2017 Bonds, the County shall deposit, or shall cause to be deposited, into (a) a special account in the Construction Fund which is hereby created and designated the "Series 2017A Costs of Issuance Account," the amount from the proceeds of the sale of the Series 2017A Bonds as described in the Supplemental Resolution and (b) a special account in the Construction Fund which is hereby created and designated the "Series 2017B Costs of Issuance Account," the amount from the proceeds of the sale of the Series 2017B Bonds as described in the Supplemental Resolution. Such monies as are deposited in the Construction Fund shall be held by the Construction Fund Custodian and withdrawn only in accordance with the provisions and restrictions set forth in Article IV of the Original Resolution, and the County will not cause or permit to be paid therefrom any sums except in accordance herewith. All monies in and all securities held for the Construction Fund shall be subject to a lien and charge in favor of the holders of the bonds and any Additional Parity Bonds and shall be held for the security of such holders until paid out as hereinafter provided.

Said Funds shall be used for the purposes herein provided and for the applicable purposes provided in Article IV of the Original Resolution, and moneys therein shall be expended in the manner and by the procedure established under the provisions of said Article IV of the Original Resolution. Said Article IV and each appropriate provision thereof are hereby declared applicable to the Series 2017 Bonds and they are specifically reaffirmed and adopted as a part of this Resolution as if set forth verbatim herein.

Section 10. Refunding of Refunded Bonds. The Refunded Bonds be and the same shall be advance refunded by payment of an amount sufficient to pay the principal of and interest thereon to be set forth in the Escrow Deposit Agreement (as defined below). Provision having been duly and legally made for the refunding of the Refunded Bonds upon the deposit of moneys in the irrevocable trust fund held by the Escrow Agent under said Escrow Deposit Agreement in an amount sufficient for such purpose as herein provided, the Refunded Bonds shall be considered defeased for all purposes under the Bond Resolution, and the County's liability with respect thereto will be limited to the Escrow Obligations (as defined in the Escrow Deposit Agreement) and cash deposited in the Escrow Fund. The County hereby directs the paying agent for the Refunded Bonds to send a notice of redemption in connection with the redemption of the Refunded Bonds and to send a provision of payment notice in connection with the refunding of the Refunded Bonds.

Section 11. Prepayment of Series 2003 Bonds. The Series 2003 Bonds be and the same shall be prepaid or defeased on the date of issuance of the Series 2017 Bonds by payment from available funds of the County of an amount sufficient to pay the principal of and interest thereon. The County hereby directs the paying agent for the Series 2003 Bonds to send a notice to the owners of the outstanding Series 2003 Bonds, mailed by first class mail not less than 30 days prior to the redemption date, in the manner and upon the terms and conditions provided in the Bond Resolution.

Section 12. Flow of Funds. The County covenants that it will continue to maintain the special fund designated as "Oconee County, Georgia Water and Sewerage System Revenue Fund" (hereinafter sometimes referred to as the "Revenue Fund"), separate and apart from its other funds so long as the Series 2012 Bonds, the Series 2017 Bonds and any future issues of Additional Parity Bonds therewith hereafter issued are outstanding and unpaid or until provisions shall have been duly made for the payment thereof. Revenues of the System shall be disbursed from the Revenue Fund and used only in the following manner and order:

(a) There shall first be paid from said Revenue Fund the reasonable and necessary costs of operating, maintaining and repairing the System, including salaries, wages, the payment of any contractual obligations incurred pertaining to the operation of the System, the cost of materials and supplies, rentals of leased property, real or personal, insurance premiums, audit fees and such other charges as may properly be made for the purpose of operating, maintaining and repairing the System in accordance with sound business practice, but before making provisions for depreciation, and including that portion of the payments made by the County out of System revenues to the Upper Oconee Basin Water Authority under the Intergovernmental Reservoir and Raw Water Supply Agreement and the Upper Oconee Water Treatment and Transmission Agreement among the Upper Oconee Basis Water Authority, the County, Athens-Clarke County, Barrow County and

Jackson County, Georgia, dated July 22, 1996, other than that portion of payments which relate to the debt service or the Upper Oconee Basin Water Authority Revenue Refunding Bonds, Series 2015A and the Upper Oconee Basin Water Authority Taxable Revenue Refunding Bonds, Series 2015B.

(b) There shall next be paid from said Revenue Fund into the special fund heretofore created in the Original Resolution and designated as "Oconee County, Georgia Water and Sewerage System Sinking Fund" (herein sometimes referred to as the "Water and Sewerage System Sinking Fund" or the "Sinking Fund"). There has heretofore been created within the Sinking Fund two accounts, one of which is known as the Debt Service Account and the other is known as the Debt Service Reserve Account. After there have been paid from the Revenue Fund the sums required or permitted to be paid pursuant to the provisions of Paragraph (a) above and subject to the Supplemental Resolution, there shall be paid into said Debt Service Account for the purpose of paying the principal of and interest on the Series 2012 Bonds and the Series 2017 Bonds as the same become due and payable in the then current sinking fund year, and taking into consideration moneys already deposited into the Debt Service Account and moneys to be deposited therein simultaneously with the issuance and delivery of the Series 2017 Bonds, the following amounts:

(i) commencing with the month of delivery of the Series 2017 Bonds and on or before the 25th day of such month, and on or before the 25th day of each month thereafter through the month of February, 2018, an amount equal to one-sixth (1/6) of the interest coming due on March 1, 2017 for the Series 2012 Bonds;

(ii) beginning with the month of delivery of the Series 2017 Bonds and on or before the 25th day of such month, and on or before the 25th day of each month thereafter through the month of August, 2018, an amount equal to one-twelfth (1/12) of the principal of the Series 2012 Bonds coming due (whether by maturity, scheduled mandatory redemption or otherwise) on September 1, 2018;

(iii) commencing with the month of delivery of the Series 2017 Bonds and on or before the 25th day of such month, the *pro rata* amount of monthly interest due on March 1, 2018, for the number of days remaining in such month, and on or before the 25th day of each month thereafter continuing through the month of February, 2018, the interest due for such month, in order to provide an amount sufficient to pay the interest coming due on the Series 2017 Bonds on March 1, 2018;

(iv) on or before the 25th day of each month, commencing with the month of delivery of the Series 2017 Bonds and continuing from month to month thereafter through the month August, 2018, an amount equal to one-tenth (1/10) of the principal of the Series 2017 Bonds coming due (whether by maturity, scheduled mandatory redemption or otherwise) on September 1, 2018;

(v) on or before the 25th day of each month, commencing with the month of March, 2018 and continuing from month to month thereafter an amount equal to one-sixth (1/6th) of the interest on the Series 2012 Bonds and the Series 2017 Bonds coming due on the next ensuing Interest Payment Date; and

(vi) on or before the 25th day of each month, commencing with the month of September, 2018, and continuing from month to month thereafter, an amount equal to one-twelfth (1/12th) of the principal on the Series 2012 Bonds and the Series 2017 Bonds coming due (whether by maturity, scheduled mandatory redemption or otherwise) on the next ensuing principal payment date;

such aggregate monthly payments to continue from month to month until sufficient funds are on hand in said Sinking Fund to pay all of the outstanding Series 2012 Bonds and Series 2017 Bonds and the interest which will be come due and payable thereon.

(A) The Debt Service Reserve Account shall be maintained for the purpose of paying the principal of and interest on the Series 2012 Bonds and any Additional Parity Bonds designated as secured by such Debt Service Reserve Account then outstanding falling due in any year as to which there would otherwise be a default and if money is taken from said Debt Service Reserve Account for the payment of such principal and interest, the money so taken shall be replaced in said Debt Service Reserve Account from the first moneys in the Revenue Fund thereafter available and not required to be used for maintenance and operation charges and not required to be paid into the Debt Service Account as hereinabove provided in paragraph (b).

In determining the amount on deposit in the Debt Service Reserve Account for any purpose hereunder, there shall be taken into account the amount available to be drawn under any "Debt Service Reserve Surety Bond", which is defined to mean an unconditional and irrevocable surety bond from an insurance company that is rated at the time of issuance of such surety bond in the highest rating category by Standard & Poor's Corporation or Moody's Investors Service, Inc. payable on any interest or principal payment date equal to any portion of the cash balance then required to be maintained in the Debt Service Reserve Account.

(B) (1) If, in any month, for any reason, the full amount herein required to be paid in such month shall not be paid into the Sinking Fund, any deficiency shall be added to and shall become a part of the amount required to be paid into the said Sinking Fund in the next succeeding month; provided, however, the County covenants and agrees that in the event it hereafter elects to issue Additional Parity Bonds, pursuant to the provisions of the Bond Resolution, the above stated payments into the Sinking Fund will be increased to the extent necessary, to pay the principal of and interest on the then outstanding Series 2012 Bonds, the 2017 Bonds, any Additional Parity Bonds and on the bonds proposed to be issued coming due, either at maturity or by proceedings for mandatory redemption, in the then current sinking fund year and (2) to create and maintain a reserve for that purpose, in an amount equal to the lesser of (i) the maximum annual principal and interest requirement in all succeeding sinking fund years on the then outstanding Series 2012 Bonds, any Additional Parity Bonds designated as secured by the Debt Service Reserve Account and on the bonds proposed to be issued coming due if such bonds are designated as secured by the Debt Service Reserve Account, (ii) 10% of the aggregate principal amount in all succeeding sinking fund years on the then outstanding the 2012 Bonds, any Additional Parity Bonds designated as secured by the Debt Service Reserve Account and the bonds proposed to be issued if such bonds are designated as secured by the Debt

Service Reserve Account, or (iii) 125% of the average annual principal and interest requirements on the then outstanding Series 2012 Bonds, any Additional Parity Bonds designated as secured by the Debt Service Reserve Account and the bonds proposed to be issued if such bonds are designated as secured by the Debt Service Reserve Account (the "Reserve Requirement").

It is expressly provided, however, that if at any time there are on deposit in said Debt Service Reserve Account moneys and securities (such securities to be valued at the lower of their market value or face amount, plus accrued interest thereon to) the aggregate amount of which is in excess of the Reserve Requirement, such excess shall be withdrawn from the Debt Service Reserve Account and immediately deposited into the Debt Service Account in the Sinking Fund. The calculation and determination of such excess amounts in accordance with this provision shall be the responsibility of the chief financial officer of the County and such financial officer shall notify the Sinking Fund Custodian and make or cause to be made any transfer of funds required pursuant to the provisions of this subparagraph.

The net revenues remaining in the Revenue Fund after the payment of the sums required or permitted to be paid under the provisions of the preceding Paragraph (a) of this Section 12 are hereby pledged to the payment of the principal of and the interest on the Bonds, including the Series 2017 Bonds issued hereunder, and any future parity bonds issued under the provisions of this resolution. Said revenues so pledged shall immediately be subject to the lien of this pledge without any physical delivery thereof or further act and the lien of this pledge shall be valid and binding against it, and against all parties having claims of any kind against it, whether such claims shall have arisen in contract, tort or otherwise and irrespective of whether or not such parties have notice thereof.

(c) There shall next be paid from the revenues remaining in the Revenue Fund after making the payments required or permitted to be paid pursuant to the provisions of Paragraphs (a) and (b) above, such payments as may be required to be made out of net revenues of the System to repay junior lien obligations, including, but not limited to (i) any loans made by GEFA and the State Revolving Fund, (ii) that portion of the payments made by the County out of System Revenues to the Upper Oconee Basin Water Authority under the Intergovernmental Reservoir and Raw Water Supply Agreement and the Upper Oconee Water Treatment and Transmission Agreement among the Upper Oconee Basin Water Authority, the County, Athens-Clarke County, Barrow County and Jackson County, Georgia, dated July 22, 1996, which relate to debt service on the Upper Oconee Basin Water Authority Revenue Refunding Bonds, Series 2015A and the Upper Oconee Basin Water Authority Taxable Revenue Refunding Bonds, Series 2015B, and (iii) any and all existing loans having a lien on the net revenues of the System.

(d) The County covenants that it will continue to maintain the special fund heretofore created in the Original Resolution and designated as "Oconee County, Georgia Water and Sewerage System Renewal and Extension Fund" (the "Renewal and Extension Fund"). After there have been paid from the Revenue Fund in each month the sums required or permitted to be paid under the provisions of Paragraphs (a), (b) and (c) of this Section,

there shall next be paid from the Revenue Fund into the Renewal and Extension Fund from the moneys then remaining in said Revenue Fund (except for a working capital reserve in an amount not to exceed 45 days estimated operating and maintenance costs) as determined by the County all remaining moneys remaining in the Revenue Fund. Expenditures shall be made from said Renewal and Extension Fund only for the purpose of: (a) In case of an emergency having a major effect upon the System caused by some extraordinary occurrence which makes it necessary to use the funds of the said System for the alleviation or removal of such effects and an insufficiency of money exists in the Revenue Fund to meet such emergency; (b) Making replacements, additions, extensions and improvements and acquiring equipment and paying the cost of any engineering studies, surveys or plans and specifications pertaining to the future development or expansion of the County's System deemed to be reasonable and in the best interest of the County and the bondholders; (c) Payment of the charges of the Depository(s) for investment services; (d) Paying principal of and interest on any revenue bonds then outstanding and falling due at any time for the payment of which money is not available in the Sinking Fund securing the payment of same and the interest thereon; or (e) Acquiring bonds in the open market at a price less than or equal to the redemption price. In addition, there may be paid from such Renewal and Extension Fund (i) payments to be made by the County pursuant to the Intergovernmental Contract-Hard Labor Creek Reservoir Project, dated as of October 1, 2007, as amended and supplemented from time to time, between the County and the Walton County Water and Sewerage Authority and (ii) payments to be made by the County pursuant to the Intergovernmental Reservoir and Water Supply and Treatment Agreement, dated as of September 1, 2007, between the County, Walton County, Georgia and the Walton County Water and Sewerage Authority.

It is expressly provided, however, that should bonds be hereafter issued or obligations incurred ranking as to lien on the revenues of said System junior and subordinate to the lien securing the payment of the Bonds, including the Series 2017 Bonds authorized to be issued hereunder, and including any issue or issues of parity bonds hereafter issued, then such payments into the Renewal and Extension Fund as provided in Paragraph (d) of this Section may be suspended and such moneys shall be available to the extent necessary to pay the principal of and interest on such junior lien bonds and to create and maintain a reasonable reserve therefor and such moneys may be allocated and pledged for that purpose.

Section 13. Amendments. In accordance with Section 10 of the 2012 Resolution, upon the issuance of the Series 2017 Bonds, the Series 2003 Bonds and the Series 2009 Bonds shall no longer be outstanding, and, therefore, the following paragraph shall be added after the second paragraph of Section 28(b)(B) of the Original Resolution:

“Notwithstanding the foregoing, the County may, at its option, upon the issuance of a series of Additional Parity Bonds, create and establish separate additional reserve accounts for such series of Additional Parity Bonds or for one or more series of Additional Parity Bonds. The Reserve Account and any separate additional reserve accounts so established shall be for the exclusive benefit of the registered owners of the applicable series of Additional Parity Bonds designated as secured thereby and the registered owners of a series of Bonds not designated as secured by the Reserve Account or any such separate additional reserve account, as applicable, shall have no right to require payment of

the principal of or interest on any held by them, from the Reserve Account or any separate additional reserve account created for other series of Additional Parity Bonds. The County shall specify in the supplemental resolution creating and establishing of a separate additional reserve account the method for determining the amount required to be held therein (the "Additional Reserve Account Requirement"), which shall not be greater than an amount equal to the lesser of (i) the maximum annual principal and interest requirement in all succeeding sinking fund years on all outstanding Additional Parity Bonds designated as secured by such additional reserve account, (ii) 10% of the aggregate principal amount in all succeeding sinking fund years on all outstanding Additional Parity Bonds designated as secured by such additional reserve account, or (iii) 125% of the average annual principal and interest requirements on all outstanding Additional Parity Bonds designated as secured by such additional reserve account. Hereafter, the supplemental resolution providing for a series of Additional Parity Bonds shall specify whether such series of Additional Parity Bonds shall be designated as secured by the Reserve Account, shall be designated as secured by any separate additional reserve account hereafter established, or shall be designated as not secured by the Reserve Account or by any separate reserve account.

Any additional reserve account created for a series of Additional Parity Bonds, shall be maintained for the purpose of paying the principal of and interest on such Additional Parity Bonds falling due in any year as to which there would otherwise be a default and if money is taken from said additional reserve account for the payment of such principal and interest, the money so taken shall be replaced in said additional reserve account from the first moneys in the Revenue Fund thereafter available (pro rata with any amounts required to be paid into the Reserve Account and any other separate additional reserve accounts) and not required to be used for maintenance and operation charges and not required to be paid into the Debt Service Account as hereinabove provided in paragraph 27(b)."

Section 14. Debt Service Reserve Account Designation for Series 2017 Bonds. The Series 2017 Bonds are hereby designated as not being secured by the Debt Service Reserve Account or any other separate reserve account.

Section 15. Priority Lien. The lien created on the net revenues of the System by the Bond Resolution to secure the Bonds and any Additional Parity Bonds shall be prior and superior to any lien or pledge that may hereafter be created to secure any obligations having as their security a lien on the revenues of said System.

Section 16. Depositories and Custodians. Regions Bank, Atlanta, Georgia, is hereby designated as Paying Agent, Bond Registrar and Authenticating Agent.

Section 17. Non-Arbitrage and Tax Covenants. The County covenants not to make or permit the use of, nor direct any depository or custodian to make any investment of, any proceeds of the Bonds which, if such use or investment had been reasonably expected on the date of issuance of the Bonds, would have caused the bonds to be "arbitrage" bonds within the meaning of the Code, and such regulations promulgated from time to time thereunder as may be

applicable to the Bonds. The County further covenants that it will comply throughout the term of the bonds with the requirements of said Code and any such applicable regulations to the end of preventing the bonds from becoming “arbitrage” bonds. In addition, the County will take or cause to be taken all actions required to comply with all provisions of Federal law applicable to the Series 2017A Bonds necessary to be complied with in order for the interest on the Series 2017A Bonds to be exempt from Federal income taxation and it will not take nor permit anyone under its direction or control to take any action which would cause the exemption from Federal income taxation to be lost. Nothing contained in this Section 17 shall be construed to impose contractual obligations on the County which are more onerous or burdensome than the requirements (as they shall exist from time to time) of said Code and any such applicable regulations which must be observed in order to prevent the interest on the Series 2017A Bonds from becoming subject to Federal income taxation. The County shall not knowingly invest or participate in the investment of any money held hereunder which investment would render interest on any bonds subject to Federal income taxation. The County will not take any action, or fail to take any action, if any such action or failure to take action would adversely affect the tax-exempt status of the interest on the Series 2017A Bonds under Section 103 of the Code.

Section 18. Particular Covenants. All of the terms, covenants, conditions and provisions of the Original Resolution, except to the extent specifically amended by the terms of this Resolution relating to the Series 2017 Bonds, are hereby declared applicable and are broadened and extended so long as to cover the Series 2017 Bonds and they are specifically reaffirmed and adopted as a part of this Resolution as if set forth verbatim herein. The County covenants that all payments made from the System revenues with respect to the Upper Oconee Basin Water Authority Revenue Refunding Bonds, Series 2015A, the Upper Oconee Basin Water Authority Taxable Revenue Refunding Bonds, Series 2015B, the Walton County Water and Sewerage Authority Refunding Revenue Bonds (Oconee-Hard Labor Creek Reservoir Project), Series 2015, and the Walton County Water and Sewerage Authority Revenue Bonds (Oconee-Hard Labor Creek Reservoir Project), Series 2016 shall be subordinate to the debt service on the Bonds.

Section 19. Validation. The Series 2017 Bonds shall be validated in the manner provided in the Revenue Bond Law, as amended, and to that end notice of the adoption of this Resolution and a certified copy thereof shall be immediately served on the District Attorney of the Western Judicial Circuit in order that proceedings for the confirmation and validation of the bonds by the Superior Court of Oconee County, Georgia may be instituted by said District Attorney.

Section 20. Severability. In case anyone or more of the provisions of this Resolution, or the Series 2017 Bonds, shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this Resolution, or the bonds, but this Resolution and the bonds shall be construed and enforced as if such illegal or invalid provisions had not been contained therein.

Section 21. Proceedings Authorizing Parity Bonds. The provisions of the Bond Resolution and every sentence thereof and herein shall be construed as including and as being applicable to any future series of Additional Parity Bonds, as well as to the Series 2017 Bonds, and any such Additional Parity Bonds shall be treated for all intents and purposes, unless

otherwise specifically stated, just as if they had been issued together with the initial series of bonds and pursuant to the terms of this Resolution.

Section 22. Repeal of Conflicting Resolutions. Any and all Resolutions, or parts of Resolutions, or any other prior proceedings in conflict with this Resolution this day passed be and are hereby repealed, and this Resolution shall be in full force and effect from and after its adoption, the welfare of the County requiring it.

Section 23. Resolution is a Contract with Bondholders. The provisions of this Resolution shall constitute a contract by and between the County and the bondholders, in accordance with the provisions of the Revenue Bond Law.

Section 24. Approval of Preliminary Official Statement. The County shall cause to be distributed a Preliminary Official Statement with respect to the Series 2017 Bonds in substantially the form presented to the County at this meeting and the same is hereby authorized and approved. The use and distribution of a Preliminary Official Statement with respect to the Series 2017 Bonds be and the same is hereby authorized and approved. The Chairman or Vice Chairman of the County is hereby authorized to execute a certificate "deeming final" the Preliminary Official Statement within the meaning of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended. The execution of such Rule 15c-12 certificate will be conclusive evidence of the approval of any aforesaid changes, additions and deletions.

Section 25. Authorization of Bond Purchase Agreement. The County has selected Stifel Nicolaus & Company, Incorporated, Atlanta, Georgia, as the underwriter of the Series 2017 Bonds, and will enter into a Bond Purchase Agreement, dated as of its delivery date (the "Bond Purchase Agreement") with the Underwriter upon the County's approving the terms for the Series 2017 Bonds in the Supplemental Resolution. The execution, delivery and performance of the Bond Purchase Agreement are hereby authorized. The Bond Purchase Agreement shall be in substantially the form attached to the Supplemental Resolution to be adopted by the County prior to the issuance of the Series 2017 Bonds, with such changes, insertions or omissions as may be approved by the Chairman or Vice Chairman of the County, and the execution and delivery by the Chairman or Vice Chairman as hereby authorized shall be conclusive evidence of the approval of any such changes, insertions or omissions.

Section 26. Authorization of Escrow Deposit Agreement. The execution, delivery and performance of the Escrow Deposit Agreement are hereby authorized. The Escrow Deposit Agreement shall be in substantially the form attached to the Supplemental Resolution to be adopted by the County prior to the issuance of the Series 2017 Bonds, with such changes, insertions or omissions as may be approved by the Chairman or Vice Chairman of the County, and the execution and delivery by the Chairman or Vice Chairman as hereby authorized shall be conclusive evidence of the approval of any such changes, insertions or omissions.

Section 27. Surety Bond. The County is authorized to obtain a Debt Service Reserve Surety Bond or continue the existing Debt Service Reserve Surety Bond in an amount equal to the Debt Service Reserve requirement relating to the Series 2012 Bonds (the "Series 2012 Reserve Account Credit Facility"), simultaneously with the issuance of such Series 2017 Bonds, the terms and conditions of which will be approved in the Supplemental Resolution.

Section 28. Waiver of Audit. The waiver of the performance audit or performance review by the County with respect to the Series 2017 Bonds as such terms are described in Section 36-82-100, Official Code of Georgia Annotated is hereby authorized and approved.

Adopted and approved by the vote of all members present constituting a quorum on the 20th day of September, 2017.

(SEAL)

APPROVED:

OCONEE COUNTY, GEORGIA



Chairman, Board of Commissioners

ATTEST:



Clerk, Board of Commissioners

* * * * *



EXHIBIT A

FORMS OF SERIES 2017 BONDS

(FORM OF SERIES 2017A BOND)

UNITED STATES OF AMERICA

STATE OF GEORGIA

OCONEE COUNTY, GEORGIA

WATER AND SEWERAGE REVENUE BOND, SERIES 2017A

No. R- _____
Maturity Date: September 1, 20____
Interest Rate: _____ % per annum
Dated Date: Date of Issuance

CUSIP _____

FOR VALUE RECEIVED, Oconee County, Georgia, a political subdivision of the State of Georgia (the "County"), hereby promises to pay solely from the special fund provided therefor, as hereinafter set forth, to CEDE & CO., or registered assigns, the principal sum specified above on the maturity date specified above unless redeemed prior thereto as hereinafter provided, upon the presentation and surrender hereof at the principal corporate trust office in the City of Atlanta, Georgia of Regions Bank, Atlanta, Georgia, as Paying Agent (the "Paying Agent") for the Series 2017 Bonds (hereinafter defined), and to pay, solely from said special fund, to the registered owner hereof by check or draft mailed by mail, postage prepaid, to such owner at his address as it shall appear on the bond register kept by Regions Bank, Atlanta, Georgia, as Bond Registrar for the Series 2017 Bonds (herein called the "Bond Registrar"), interest on such principal sum, at the interest rate per annum specified above, payable on March 1, 2018, and semiannually thereafter on the first day of March and the first day of September of each year (each an "Interest Payment Date"), from the Interest Payment Date next preceding the date of authentication hereof to which interest has been paid (unless the date of authentication hereof is prior to the Dated Date, in which event from the Dated Date or unless the date hereof is the Dated Date, or any Interest Payment Date thereafter to which interest has been paid, in which event from the date of authentication hereof or unless, if at the time of authentication hereof interest is in default, in which event from the Interest Payment Date to which interest has been paid or made available for payment) until payment of such principal sum in full. The interest so payable on any Interest Payment Date will be paid to the person in whose name this bond is registered at the close of business on the fifteenth day of the calendar month preceding such Interest Payment Date (the "Record Date"). Notwithstanding the foregoing, so long as this bond is registered in the name of the Securities Depository or Securities Depository Nominee, payment of principal, redemption premium (if any) and interest on this bond shall be made by wire transfer to the Securities Depository or Securities Depository Nominee as described in the Bond Resolution (as hereinafter defined). Both the principal of and interest on this bond are payable in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

This bond is one of a duly authorized issue in the aggregate principal amount of \$ _____ and is one of the series of like tenor and effect except as to numbers, maturities, interest rates and redemption provisions, known as "Oconee County, Georgia Water and Sewerage Revenue

Bonds, Series 2017A” (the “Series 2017A Bonds”) issued by the County for the purpose of providing funds to (i) finance the renovation and improvement of the Calls Creek Wastewater Reclamation Facility and the acquisition, construction and installation of additional water and sewer facilities and equipment and (ii) pay the costs of issuance relating thereto.

The Series 2017A Bonds are being issued concurrently with the issuance of the Oconee County, Georgia Water and Sewerage Taxable Refunding Revenue Bonds, Series 2017B, in the aggregate principal amount of \$_____ (the “Series 2017B Bonds” and, together with the Series 2017A Bonds, the “Series 2017 Bonds”). The Series 2017 Bonds and any outstanding parity bonds are secured by a first lien on the net revenues of the County water and sewerage system (the “System”).

This bond is issued under the authority of the Constitution of the State of Georgia and the Revenue Bond Law of the State of Georgia (O.C.G.A. Section 36-82-60 et. seq.), as amended, and is duly authorized by a resolution of the County, adopted on October 23, 1998 (the “Original Resolution”), as supplemented on November 3, 1998, as amended and supplemented on July 18, 2003 (the “2003 Resolution”), as amended and supplemented on September 1, 2009, as supplemented on October 22, 2009 (the “2009 Resolution”), as amended and supplemented on June 26, 2012, as supplemented on July 12, 2012 (the “2012 Resolution”) and as amended and supplemented on September 20, 2017, as supplemented on _____, 2017 (collectively, the “2017 Resolution”). The Original Resolution as amended and supplemented by the 2003 Resolution, the 2009 Resolution, the 2012 Resolution and the Series 2017 Resolution are herein referred to as the “Bond Resolution”. In addition to the aggregate principal amount of the Series 2017 Bonds, the County may, upon the meeting of certain conditions as provided in the Bond Resolution, issue additional water and sewerage revenue bonds payable from the net revenues of the System and ranking pari passu with the Series 2017 Bonds as to said revenues and secured by the same pledge thereto and lien thereon. Reference to the Bond Resolution is hereby made for a description of the funds charged with and pledged to the payment of the principal of and interest on the Series 2017 Bonds, the nature and extent of the security for the payment of the Series 2017 Bonds, a statement of the rights, duties and obligations of the County, the rights of the holders of the Series 2017 Bonds, and the terms and conditions under which additional parity bonds may be issued, to all the provisions of the Bond Resolution the holder hereof by the acceptance of this bond assents.

The Bond Resolution provides, among other things, for prescribing and revising rates and collecting fees and charges for the services, facilities and commodities furnished by the System sufficient to produce revenues to pay the reasonable and necessary costs of operating, repairing and maintaining the System, including any contractual obligations pertaining thereto and to provide for the payment into the special fund designated “Oconee County, Georgia Water and Sewerage System Sinking Fund” (hereinafter referred to as the “Sinking Fund”), amounts required to provide for the payment of the principal of and interest on the Series 2017 Bonds and any other bonds now outstanding or hereafter issued on a parity therewith as the same become due and payable and to create and maintain a reserve therein for that purpose, as well as to create and maintain a reserve for extensions and improvements to the System.

This bond shall not be deemed to constitute a debt of the County, within the meaning of any constitutional or statutory limitation on indebtedness nor a pledge of the faith and credit of

the County, nor shall the County be subject to any pecuniary liability thereon. This bond shall not be payable from or a charge upon any funds other than the revenues pledged to the payment thereof, and is payable solely from the Sinking Fund provided therefor from the revenues of the System, including all future additions, extensions and improvements thereto. No holder of this bond shall ever have the right to compel the exercise of any taxing power of the County to pay the same or the interest thereon, nor to enforce payment thereof against any other property of the County, nor shall this bond constitute a charge, lien or encumbrance, legal or equitable, upon any other property of the County.

This bond is issued with the intent that the laws of the State of Georgia shall govern its construction. In the event of a default, the holder of this bond shall be entitled to the remedies provided by the Bond Resolution and the Revenue Bond Law, as amended.

The person in whose name this bond is registered shall be deemed and regarded as the absolute owner hereof for all purposes, and payment of or on account of either principal or interest made to such registered holder shall be valid and effectual to satisfy and discharge the liability upon this bond to the extent of the sum or sums so paid. This bond is registrable as transferred by the owner hereof in person or by his attorney duly authorized in writing at the principal corporate trust office of the Bond Registrar, all subject to the terms and conditions of the Bond Resolution.

The Series 2017 Bonds are issuable as fully registered bonds in denominations of \$5,000 and any integral multiple thereof.

The Series 2017 Bonds are being issued by means of a Book-Entry System, with actual bonds immobilized at The Depository Trust Company, New York, New York, or its successor as Securities Depository, evidencing ownership of the Series 2017 Bonds in principal amounts of \$5,000 or integral multiples thereof, and with transfers of Beneficial Ownership effected on the records of the Securities Depository and its participants pursuant to the rules and procedures established by the Securities Depository. Actual bonds are not available for distribution to the Beneficial Owners, except under the limited circumstances set forth in the Bond Resolution. The principal, redemption premium (if any) and interest on the Series 2017 Bonds are payable by the Paying Agent to Cede & Co., as nominee of the Securities Depository. Transfer of principal, redemption premium (if any) and interest payments to participants of the Securities Depository is the responsibility of the Securities Depository; transfers of principal, redemption premium (if any) and interest to Beneficial Owners by participants of the Securities Depository will be the responsibility of such participants and other nominees of Beneficial Owners. The County and the Paying Agent are not responsible or liable for maintaining, supervising or reviewing the records maintained by the Securities Depository, its participants or persons acting through such participants. If the Series 2017 Bonds are no longer registered to a Securities Depository or its nominee, this bond may be registered as transferred only upon the registration books kept for that purpose at the principal corporate trust office of the Bond Registrar by the registered owner hereof in person, or by his or her attorney duly authorized in writing, upon presentation and surrender to the Bond Registrar of this bond duly endorsed for registration, of transfer or accompanied by an assignment duly executed by the registered owner or his or her attorney duly authorized in writing, and thereupon a new registered bond, in the same aggregate principal amount and of the same maturity shall be issued to the transferee in exchange therefor. In

addition, if the Series 2017 Bonds are no longer registered to a Securities Depository, this bond may be exchanged by the registered owner hereof or his or her duly authorized attorney upon presentation at the principal corporate trust office of the Bond Registrar for an equal aggregate principal amount of Series 2017 Bonds of the same maturity and in any authorized denominations in the manner, subject to the conditions and upon payment of charges, if any, provided in the Bond Resolution.

The Series 2017A Bonds maturing on September 1, 2028 and thereafter are redeemable prior to maturity at the option of the County, in whole or in part at any time on or after September 1, 2027 at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the redemption date.

[The Series 2017A Bonds maturing on September 1, ____ are subject to scheduled mandatory redemption on September 1, ____ and on each September 1, thereafter at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the redemption date, in the following principal amounts and on the dates as set forth below (the September 1, ____ amount to be paid rather than redeemed):]

<u>Date</u>	<u>Principal Amount</u>
-------------	-------------------------

If less than all of the Series 2017 Bonds of one maturity shall be called for redemption, the particular Series 2017 Bonds of such maturity to be redeemed shall be selected by lot in such manner as may be directed by the Paying Agent.

Any such redemption, either in whole or in part, shall be made following notice to the owners of the affected Series 2017 Bonds mailed by first class mail not less than 30 days prior to the redemption date in the manner and upon the terms and conditions provided in the Bond Resolution. If this bond or any portion hereof shall be called for redemption, interest shall cease to accrue on this bond or such portion hereof from and after the date fixed for redemption unless default shall be made in payment of the redemption price hereof upon presentation and surrender hereof; and, except as otherwise provided in the Bond Resolution, the owner of this bond shall not be entitled to any rights under the Bond Resolution except the right to receive payment and this bond or the portion hereof so called shall not be considered to be outstanding. Upon surrender of this bond paid or redeemed in part only, the County shall execute and the Bond Registrar shall deliver to the owner hereof, at the expense of the County, a new bond or bonds of authorized denominations in the aggregate principal amount equal to the unpaid or unredeemed portion of this bond.

It is hereby recited and certified that all acts, conditions and things required to exist, happen and be performed precedent to and in the issuance of this bond do exist, have happened and have been performed in due time, form and manner as required by law.

This bond shall not be entitled to any benefit under the Bond Resolution authorizing its issuance and shall not become valid or obligatory for any purpose until it shall have been

authenticated by execution by Regions Bank, Atlanta, Georgia, as Authentication Agent, by manual signature of the certificate hereon endorsed.

IN WITNESS WHEREOF, the County has caused this bond to be executed by the facsimile signature of its Chairman and its corporate seal to be printed hereon and attested by the facsimile signature of its Clerk.

OCONEE COUNTY, GEORGIA

By: _____ (FORM) _____
Chairman, Board of Commissioners

ATTEST:

By: _____ (FORM) _____
Clerk, Board of Commissioners

AUTHENTICATION CERTIFICATE

The above bond is one of the Series 2017 Bonds described in the within-mentioned Resolution of _____, 2017.

REGIONS BANK, as
Authentication Agent

Date of Authentication:

_____ By: _____ (FORM) _____

VALIDATION CERTIFICATE

STATE OF GEORGIA)
)
OCONEE COUNTY)

The undersigned Clerk of the Superior Court of Oconee County, State of Georgia, keeper of the records and seal thereof, DOES HEREBY CERTIFY that this bond was validated and confirmed by judgment of the Superior Court of Oconee County, Georgia, on the ____ day of _____, 2017.

WITNESS a facsimile of my signature and the official facsimile of the seal of the Superior Court of Oconee County, Georgia.

Clerk, Superior Court
Oconee County, Georgia

(SEAL)

ASSIGNMENT OF FULLY REGISTERED BOND

For value received, _____ hereby sells, transfers and assigns unto _____ the foregoing bond and hereby irrevocably constitutes and appoints _____ attorney-in-fact to transfer the same on the registration books with full power of substitution in the premises.

PLEASE INSERT SOCIAL SECURITY
OR OTHER IDENTIFYING NUMBER
OF ASSIGNEE

Date:

In the presence of:

Bondholder

NOTICE: Signature(s) must be generated by an institution which is a participant in the Securities Transfer Agent Medallion Program ("STAMP") or similar program.

NOTICE: The signature to this Assignment must correspond with the name as it appears upon the face of the within bond in every particular, without alteration or enlargement or change whatever.

DTC FAST RIDER

Each such certificate shall remain in the Paying Agent's custody subject to the provisions of the FAST Balance Certificate Agreement currently in effect between the Paying Agent and DTC-FAST Agreement.

* * * * *

(END OF SERIES 2017A BOND FORM)

(FORM OF SERIES 2017B BOND)

UNITED STATES OF AMERICA

STATE OF GEORGIA

OCONEE COUNTY, GEORGIA

WATER AND SEWERAGE TAXABLE REFUNDING REVENUE BOND, SERIES 2017B

No. R- _____

CUSIP _____

Maturity Date: September 1, 20 ____

Interest Rate: _____ % per annum

Dated Date: Date of Issuance

FOR VALUE RECEIVED, Oconee County, Georgia, a political subdivision of the State of Georgia (the "County"), hereby promises to pay solely from the special fund provided therefor, as hereinafter set forth, to CEDE & CO., or registered assigns, the principal sum specified above on the maturity date specified above unless redeemed prior thereto as hereinafter provided, upon the presentation and surrender hereof at the principal corporate trust office in the City of Atlanta, Georgia of Regions Bank, Atlanta, Georgia, as Paying Agent (the "Paying Agent") for the Series 2017 Bonds (hereinafter defined), and to pay, solely from said special fund, to the registered owner hereof by check or draft mailed by mail, postage prepaid, to such owner at his address as it shall appear on the bond register kept by Regions Bank, Atlanta, Georgia, as Bond Registrar for the Series 2017 Bonds (herein called the "Bond Registrar"), interest on such principal sum, at the interest rate per annum specified above, payable on March 1, 2018, and semiannually thereafter on the first day of March and the first day of September of each year (each an "Interest Payment Date"), from the Interest Payment Date next preceding the date of authentication hereof to which interest has been paid (unless the date of authentication hereof is prior to the Dated Date, in which event from the Dated Date or unless the date hereof is the Dated Date, or any Interest Payment Date thereafter to which interest has been paid, in which event from the date of authentication hereof or unless, if at the time of authentication hereof interest is in default, in which event from the Interest Payment Date to which interest has been paid or made available for payment) until payment of such principal sum in full. The interest so payable on any Interest Payment Date will be paid to the person in whose name this bond is registered at the close of business on the fifteenth day of the calendar month preceding such Interest Payment Date (the "Record Date"). Notwithstanding the foregoing, so long as this bond is registered in the name of the Securities Depository or Securities Depository Nominee, payment of principal, redemption premium (if any) and interest on this bond shall be made by wire transfer to the Securities Depository or Securities Depository Nominee as described in the Bond Resolution (as hereinafter defined). Both the principal of and interest on this bond are payable in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

This bond is one of a duly authorized issue in the aggregate principal amount of \$_____ and is one of the series of like tenor and effect except as to numbers, maturities, interest rates and redemption provisions, known as “Oconee County, Georgia Water and Sewerage Taxable Refunding Revenue Bonds, Series 2017B” (the “Series 2017B Bonds”) issued by the County for the purpose of providing funds to (i) advance refund the outstanding Oconee County, Georgia Water and Sewerage Refunding Revenue Bonds, Series 2009 (ii) paying the premium of a surety bond that will fund the debt service reserve for the Series 2012 Bonds and (iii) pay the costs of issuance relating thereto.

The Series 2017B Bonds are being issued concurrently with the issuance of the Oconee County, Georgia Water and Sewerage Revenue Bonds, Series 2017A, in the aggregate principal amount of \$_____ (the “Series 2017A Bonds” and, together with the Series 2017B Bonds, the “Series 2017 Bonds”). The Series 2017 Bonds and any outstanding parity bonds are secured by a first lien on the net revenues of the County water and sewerage system (the “System”).

This bond is issued under the authority of the Constitution of the State of Georgia and the Revenue Bond Law of the State of Georgia (O.C.G.A. Section 36-82-60 et. seq.), as amended, and is duly authorized by a resolution of the County, adopted on October 23, 1998 (the “Original Resolution”) as supplemented on November 3, 1998, as amended and supplemented on July 18, 2003 (the “2003 Resolution”), as amended and supplemented on September 1, 2009, as supplemented on October 22, 2009 (the “2009 Resolution”), as amended and supplemented on June 26, 2012, as supplemented on July 12, 2012 (the “2012 Resolution”) and as amended and supplemented on September 20, 2017, as supplemented on _____, 2017 (collectively, the “2017 Resolution”). The Original Resolution as amended and supplemented by the 2003 Resolution, the 2009 Resolution, the 2012 Resolution and the Series 2017 Resolution are herein referred to as the “Bond Resolution”. In addition to the aggregate principal amount of the Series 2017 Bonds, the County may, upon the meeting of certain conditions as provided in the Bond Resolution, issue additional water and sewerage revenue bonds payable from the net revenues of the System and ranking pari passu with the Series 2017 Bonds as to said revenues and secured by the same pledge thereto and lien thereon. Reference to the Bond Resolution is hereby made for a description of the funds charged with and pledged to the payment of the principal of and interest on the Series 2017 Bonds, the nature and extent of the security for the payment of the Series 2017 Bonds, a statement of the rights, duties and obligations of the County, the rights of the holders of the Series 2017 Bonds, and the terms and conditions under which additional parity bonds may be issued, to all the provisions of the Bond Resolution the holder hereof by the acceptance of this bond assents.

The Bond Resolution provides, among other things, for prescribing and revising rates and collecting fees and charges for the services, facilities and commodities furnished by the System sufficient to produce revenues to pay the reasonable and necessary costs of operating, repairing and maintaining the System, including any contractual obligations pertaining thereto and to provide for the payment into the special fund designated “Oconee County, Georgia Water and Sewerage System Sinking Fund” (hereinafter referred to as the “Sinking Fund”), amounts required to provide for the payment of the principal of and interest on the Series 2017 Bonds and any other bonds now outstanding or hereafter issued on a parity therewith as the same become

due and payable and to create and maintain a reserve therein for that purpose, as well as to create and maintain a reserve for extensions and improvements to the System.

This bond shall not be deemed to constitute a debt of the County, within the meaning of any constitutional or statutory limitation on indebtedness nor a pledge of the faith and credit of the County, nor shall the County be subject to any pecuniary liability thereon. This bond shall not be payable from or a charge upon any funds other than the revenues pledged to the payment thereof, and is payable solely from the Sinking Fund provided therefor from the revenues of the System, including all future additions, extensions and improvements thereto. No holder of this bond shall ever have the right to compel the exercise of any taxing power of the County to pay the same or the interest thereon, nor to enforce payment thereof against any other property of the County, nor shall this bond constitute a charge, lien or encumbrance, legal or equitable, upon any other property of the County.

This bond is issued with the intent that the laws of the State of Georgia shall govern its construction. In the event of a default, the holder of this bond shall be entitled to the remedies provided by the Bond Resolution and the Revenue Bond Law, as amended.

The person in whose name this bond is registered shall be deemed and regarded as the absolute owner hereof for all purposes, and payment of or on account of either principal or interest made to such registered holder shall be valid and effectual to satisfy and discharge the liability upon this bond to the extent of the sum or sums so paid. This bond is registrable as transferred by the owner hereof in person or by his attorney duly authorized in writing at the principal corporate trust office of the Bond Registrar, all subject to the terms and conditions of the Bond Resolution.

The Series 2017 Bonds are issuable as fully registered bonds in denominations of \$5,000 and any integral multiple thereof.

The Series 2017 Bonds are being issued by means of a Book-Entry System, with actual bonds immobilized at The Depository Trust Company, New York, New York, or its successor as Securities Depository, evidencing ownership of the Series 2017 Bonds in principal amounts of \$5,000 or integral multiples thereof, and with transfers of Beneficial Ownership effected on the records of the Securities Depository and its participants pursuant to the rules and procedures established by the Securities Depository. Actual bonds are not available for distribution to the Beneficial Owners, except under the limited circumstances set forth in the Bond Resolution. The principal, redemption premium (if any) and interest on the Series 2017 Bonds are payable by the Paying Agent to Cede & Co., as nominee of the Securities Depository. Transfer of principal, redemption premium (if any) and interest payments to participants of the Securities Depository is the responsibility of the Securities Depository; transfers of principal, redemption premium (if any) and interest to Beneficial Owners by participants of the Securities Depository will be the responsibility of such participants and other nominees of Beneficial Owners. The County and the Paying Agent are not responsible or liable for maintaining, supervising or reviewing the records maintained by the Securities Depository, its participants or persons acting through such participants. If the Series 2017 Bonds are no longer registered to a Securities Depository or its nominee, this bond may be registered as transferred only upon the registration books kept for that purpose at the principal corporate trust office of the Bond Registrar by the registered owner

hereof in person, or by his or her attorney duly authorized in writing, upon presentation and surrender to the Bond Registrar of this bond duly endorsed for registration of transfer or accompanied by an assignment duly executed by the registered owner or his or her attorney duly authorized in writing, and thereupon a new registered bond, in the same aggregate principal amount and of the same maturity shall be issued to the transferee in exchange therefor. In addition, if the Series 2017 Bonds are no longer registered to a Securities Depository, this bond may be exchanged by the registered owner hereof or his or her duly authorized attorney upon presentation at the principal corporate trust office of the Bond Registrar for an equal aggregate principal amount of Series 2017 Bonds of the same maturity and in any authorized denominations in the manner, subject to the conditions and upon payment of charges, if any, provided in the Bond Resolution.

The Series 2017B Bonds are not subject to optional redemption prior to maturity.

[The Series 2017B Bonds maturing on September 1, ____ are subject to scheduled mandatory redemption on September 1, ____ and on each September 1, thereafter at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the redemption date, in the following principal amounts and on the dates as set forth below (the September 1, ____ amount to be paid rather than redeemed):]

<u>Date</u>	<u>Principal Amount</u>
-------------	-------------------------

If less than all of the Series 2017 Bonds of one maturity shall be called for redemption, the particular Series 2017 Bonds of such maturity to be redeemed shall be selected by lot in such manner as may be directed by the Paying Agent.

Any such redemption, either in whole or in part, shall be made following notice to the owners of the affected Series 2017 Bonds mailed by first class mail not less than 30 days prior to the redemption date in the manner and upon the terms and conditions provided in the Bond Resolution. If this bond or any portion hereof shall be called for redemption, interest shall cease to accrue on this bond or such portion hereof from and after the date fixed for redemption unless default shall be made in payment of the redemption price hereof upon presentation and surrender hereof; and, except as otherwise provided in the Bond Resolution, the owner of this bond shall not be entitled to any rights under the Bond Resolution except the right to receive payment and this bond or the portion hereof so called shall not be considered to be outstanding. Upon surrender of this bond paid or redeemed in part only, the County shall execute and the Bond Registrar shall deliver to the owner hereof, at the expense of the County, a new bond or bonds of authorized denominations in the aggregate principal amount equal to the unpaid or unredeemed portion of this bond.

It is hereby recited and certified that all acts, conditions and things required to exist, happen and be performed precedent to and in the issuance of this bond do exist, have happened and have been performed in due time, form and manner as required by law.

This bond shall not be entitled to any benefit under the Bond Resolution authorizing its issuance and shall not become valid or obligatory for any purpose until it shall have been authenticated by execution by Regions Bank, Atlanta, Georgia, as Authentication Agent, by manual signature of the certificate hereon endorsed.

IN WITNESS WHEREOF, the County has caused this bond to be executed by the facsimile signature of its Chairman and its corporate seal to be printed hereon and attested by the facsimile signature of its Clerk.

OCONEE COUNTY, GEORGIA

By: _____ (FORM) _____
Chairman, Board of Commissioners

ATTEST:

By: _____ (FORM) _____
Clerk, Board of Commissioners

AUTHENTICATION CERTIFICATE

The above bond is one of the Series 2017 Bonds described in the within-mentioned Resolution of _____, 2017.

REGIONS BANK, as
Authentication Agent

Date of Authentication:

By: _____ (FORM) _____

VALIDATION CERTIFICATE

STATE OF GEORGIA)
)
OCONEE COUNTY)

The undersigned Clerk of the Superior Court of Oconee County, State of Georgia, keeper of the records and seal thereof, DOES HEREBY CERTIFY that this bond was validated and confirmed by judgment of the Superior Court of Oconee County, Georgia, on the ____ day of _____, 2017.

WITNESS a facsimile of my signature and the official facsimile of the seal of the Superior Court of Oconee County, Georgia.

Clerk, Superior Court
Oconee County, Georgia

(SEAL)

ASSIGNMENT OF FULLY REGISTERED BOND

For value received, _____ hereby sells, transfers and assigns unto _____ the foregoing bond and hereby irrevocably constitutes and appoints _____ attorney-in-fact to transfer the same on the registration books with full power of substitution in the premises.

PLEASE INSERT SOCIAL SECURITY
OR OTHER IDENTIFYING NUMBER
OF ASSIGNEE

Date:

In the presence of:

Bondholder

NOTICE: Signature(s) must be generated by an institution which is a participant in the Securities Transfer Agent Medallion Program ("STAMP") or similar program.

NOTICE: The signature to this Assignment must correspond with the name as it appears upon the face of the within bond in every particular, without alteration or enlargement or change whatever.

DTC FAST RIDER

Each such certificate shall remain in the Paying Agent's custody subject to the provisions of the FAST Balance Certificate Agreement currently in effect between the Paying Agent and DTC-FAST Agreement.

* * * * *

(END OF SERIES 2017B BOND FORM)

CLERK'S CERTIFICATE

OCONEE COUNTY, GEORGIA

I, Kathy Hayes, Clerk of the Board of Commissioners of the Oconee County, Georgia, Georgia, and keeper of the records and seal thereof, DO HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of the Bond Resolution duly adopted by the Oconee County, Georgia, in meeting duly assembled, on the 20th day of September, 2017, in connection with the issuance of the Oconee, Georgia Water and Sewerage Revenue Bonds, Series 2017A and the Oconee, Georgia Water and Sewerage Taxable Refunding Revenue Bonds, Series 2017B, the original of which Bond Resolution is duly recorded in the Minute Book of said body, which is in my custody and control.

WITNESS my official seal of the Oconee County, Georgia, this the 20th day of September, 2017.



Clerk, Board of Commissioners

(SEAL)



GEORGIA, OCONEE COUNTY

I hereby acknowledge personal service of the above and foregoing notice; copy received; any and all other notice and service waived, this the 20th day of September, 2017.



KENNETH W. MAULDIN
DISTRICT ATTORNEY
WESTERN JUDICIAL CIRCUIT

IN THE SUPERIOR COURT OF OCONEE COUNTY
STATE OF GEORGIA

FILED IN OFFICE
CLERK OF SUPERIOR COURT
OCONEE COUNTY, GEORGIA

2017 SEP 20 PM 3: 29

ANGELA ELDER-JOHNSON
OCONEE COUNTY, GEORGIA

STATE OF GEORGIA,)
)
Plaintiff,)
)
v.)
)
OCONEE COUNTY, GEORGIA,)
)
Defendant.)

CIVIL ACTION FILE NO. 2017-CV-0295-S
BOND VALIDATION

ORDER

The within and foregoing petition and complaint filed on behalf of the State of Georgia against Oconee County, Georgia (the "County") by the District Attorney of the Western Judicial Circuit, having been read and considered:

IT IS ORDERED that said petition and complaint and this Order be filed and that the defendant County be served in the manner provided by law.

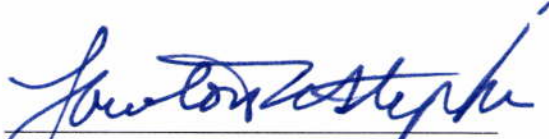
IT IS FURTHER ORDERED that Oconee County, Georgia, by its proper officers, appear on the 11th day of October, 2017, at the Courthouse in the Watkinsville, Georgia, at 9:00 o'clock A.M., and then and there make sworn answer touching upon all matters contained in said petition and complaint, and show cause, if any exists, why the County's (i) Water and Sewerage Revenue Bonds, Series 2017A and (ii) Water and Sewerage Taxable Refunding Revenue Bonds, Series 2017B, and the security thereof referred to in the petition and complaint, should not be validated as required by law.

In the meantime the Clerk of this Court is hereby directed to publish in the official newspaper in which sheriffs advertisements appear for Oconee County, Georgia, once a week for

two weeks next preceding the week of hearing of this cause, a notice to the public that on the date hereinbefore specified in this order in the above-stated cause, the same being a petition and complaint for the confirmation and validation of the revenue bonds described in said petition and complaint and to pass upon all matters of law and fact pertaining to the right to issue said bonds, will be heard and determined and the matter of confirmation and validation of said revenue bonds, and the security therefor will be determined, and any citizen of the State of Georgia residing in Oconee County, Georgia or any person wherever residing who may have a right to object, may become a party to these proceedings.

IT IS FURTHER ORDERED that a copy of this petition and complaint and of this order be served upon the defendant in the manner provided by law, and the proper officers of the defendant make sworn answer, as is provided by law.

This the 20th day of September, 2017.



JUDGE, SUPERIOR COURT
OCONEE COUNTY, GEORGIA

NOTICE TO THE PUBLIC

FILED IN OFFICE
CLERK OF SUPERIOR COURT
OCONEE COUNTY, GEORGIA

2017 SEP 20 PM 3: 29

TO WHOM IT MAY CONCERN:


ANGELA ELDER-JOHNSON
OCONEE COUNTY, GEORGIA

YOU ARE HEREBY NOTIFIED that the Judge of the Superior Court of Oconee County, Georgia, presiding on the 11th day of October, 2017, at 9:00 o'clock A.M., at the Courthouse in Watkinsville, Georgia, will hear the case of State of Georgia v. Oconee County, Georgia, Civil Action File No. 2017-CV-0295-J in Oconee County Superior Court, the same being a proceeding to confirm and validate an issue of (i) Oconee County, Georgia Water and Sewerage Revenue Bonds, Series 2017A (the "Series 2017A Bonds") in the aggregate principal amount of not to exceed \$13,500,000 for the purpose of providing funds to (A) finance the renovation and improvement of the Calls Creek Wastewater Reclamation Facility and acquire, construct and install additional water and sewer facilities equipment and (B) pay the costs of issuing said Series 2017A Bonds and (ii) Oconee County, Georgia Water and Sewerage Taxable Refunding Revenue Bonds, Series 2017B (the "Series 2017B Bonds" and together with the Series 2017A Bonds, the "Series 2017 Bonds") in the aggregate principal amount of not to exceed \$2,250,000 for the purpose of providing funds to (A) refund all of the outstanding Oconee County, Georgia Water and Sewerage Revenue Bonds, Series 2009 (B) pay the premium of a surety bond that will fund the debt service reserve for the County's Water and Revenue Refunding Bonds, Series 2012 Bonds and (C) pay the costs of issuing said Series 2017B Bonds, so as to effect a savings on the debt service requirements of the County's now outstanding indebtedness. Any citizen of the State of Georgia residing in Oconee County, or any other person wherever residing, who has a right to object, may intervene and become a party to these proceedings.

DEP. CLK.

**THE COUNTY WILL NOT CONDUCT ANY PERFORMANCE AUDIT
OR PERFORMANCE REVIEW WITH RESPECT TO THE SERIES 2017 BONDS AS
SUCH TERMS ARE DESCRIBED IN SECTION 36-82-100, OFFICIAL CODE OF
GEORGIA ANNOTATED.**

This the 20th day of September, 2017.


CLERK, SUPERIOR COURT OF
OCONEE COUNTY, GEORGIA

FILED IN OFFICE
CLERK OF SUPERIOR COURT
OCONEE COUNTY, GEORGIA

2017 OCT -6 AM 11:18

ANGELA ELDER-JOHNSON
OCONEE COUNTY, GEORGIA

DEP. CLK.

IN THE SUPERIOR COURT OF OCONEE COUNTY
STATE OF GEORGIA

STATE OF GEORGIA,)
)
Plaintiff,)
)
v.)
)
OCONEE COUNTY, GEORGIA,)
)
Defendant.)

CIVIL ACTION FILE NO. 2017-CV-0295-S
BOND VALIDATION

ACKNOWLEDGMENT OF SERVICE BY OCONEE COUNTY, GEORGIA

Due and legal service of the foregoing petition and complaint and order dated September 20, 2017 is hereby acknowledged; copy received; process and any and all other notice and service waived this 6th day of October, 2017.



Counsel for Oconee County, Georgia

Address:
Daniel C. Haygood, Esq.
Two South Main Street, Suite C
Watkinsville, GA 30677
Phone: (706) 310-0001
State Bar No. 340525

IN THE SUPERIOR COURT OF OCONEE COUNTY
STATE OF GEORGIA

FILED IN OFFICE
CLERK OF SUPERIOR COURT
OCONEE COUNTY, GEORGIA

2017 OCT -6 AM 11:18

ANGELA ELDER-JOHNSON
OCONEE COUNTY, GEORGIA

STATE OF GEORGIA,)
)
Plaintiff,)
)
v.)
)
OCONEE COUNTY, GEORGIA,)
)
Defendant.)

CIVIL ACTION FILE NO. ~~2017-CV-0295-S~~ DEB CLK.

BOND VALIDATION

ANSWER OF OCONEE COUNTY, GEORGIA

COMES NOW OCONEE COUNTY, GEORGIA, the defendant named in the above-entitled cause, and files this its answer to the copy of the petition and complaint and order served on it and for answer says:

1.

This defendant admits each and every paragraph of the petition and complaint filed against it in this case by the Honorable Kenneth W. Mauldin, District Attorney of the Western Judicial District, and each and every allegation contained in said paragraphs.

2.

Answering further, this defendant Oconee County, Georgia (the "County"), shows that due and legal service was made upon it of an order requiring it to show cause, if any exists, why the (i) Oconee County, Georgia Water and Sewerage Revenue Bonds, Series 2017A (the "Series 2017A Bonds") and the (ii) Oconee County, Georgia Water and Sewerage Taxable Refunding Revenue Bonds, Series 2017B (the "Series 2017B Bonds" and together with the Series 2017A Bonds, the "Series 2017 Bonds"), as more fully described in the District Attorney's petition and complaint, should not be validated and confirmed, and that following

service of said petition and complaint and order of this Honorable Court on this defendant, the Clerk of the Oconee Superior Court, Oconee County, Georgia, had published in the newspaper in which sheriffs advertisements are published for Oconee County, Georgia a notice to the public of the validation hearing as required by law. An affidavit of publication of said notice in said newspaper is attached hereto, made a part hereof and marked Exhibit A.

3.

This defendant further shows that the proceeds from the sale of the Series 2017 Bonds will be used only for the purposes set forth in the resolution of Oconee County, Georgia duly adopted on September 20, 2017 (the “2017 Resolution”) (a copy of the 2017 Resolution is attached to the petition and complaint and made a part hereof).

4.

This defendant further shows that the authority for the issuance of the Series 2017 Bonds by it is contained in the Constitution and laws of the State of Georgia, including, but not limited to the Revenue Bond Law (O.C.G.A. Section 36-82-60 *et seq.*), as amended and the Bond Resolution (as defined in the petition and complaint). The Bond Resolution has not been modified or repealed and is in full force and effect.

5.

The defendant County further shows that it has covenanted in the Bond Resolution to prescribe and place into effect a schedule of rates, tolls, fees and charges for the services, facilities and commodities to be furnished by the System (as defined in the petition and complaint) and to revise and adjust such schedule of rates, tolls, fees and charges as often as may be necessary to produce revenues of the System sufficient at all times to (a) operate and maintain the System on a sound businesslike basis, (b) create and maintain the special fund designated

“Oconee County Water and Sewerage System Sinking Fund” (the “Sinking Fund”) in amounts sufficient to pay 1.15 times the principal of and interest on the Oconee County, Georgia Water and Sewerage Revenue Bonds, Series 2003, the Series 2012 Bonds (as defined in the petition and complaint), the Series 2017 Bonds and any future parity bonds as the same become due and payable in the then current sinking fund year, (c) pay an amount equal to 100% of principal and interest on junior lien obligations referred to in the Bond Resolution, and (d) to create and maintain a reserve therefor in the amount as required in the Bond Resolution or such larger amounts as may be required in any proceedings authorizing any such issue or issues of parity bonds, as well as to create and maintain a reserve for extensions and improvements to the System.

6.

The defendant County further shows that the Series 2017 Bonds proposed to be issued will in no way constitute a debt of the State of Georgia or any political subdivision thereof, including the defendant County, within the meaning of any constitutional or statutory limitation on indebtedness, nor shall the State of Georgia or any political subdivision of the State of Georgia, including the defendant County, be subject to any pecuniary liability thereon, and no holder of any of the Series 2017 Bonds shall have the right to compel the exercise of the taxing power of the State of Georgia or any political subdivision of the State of Georgia, including defendant County, to pay the principal thereof or the interest thereon, or to enforce payment of either principal or interest against the property of the State of Georgia or any political subdivision of the State of Georgia, including the defendant County, other than the net revenues (as defined in the petition and complaint) of the System pledged to the payment thereof. The Series 2017 Bonds shall be payable solely from the Sinking Fund provided therefor from the net

revenues of the System as the same now exists and as it may hereafter be added to, extended and improved.

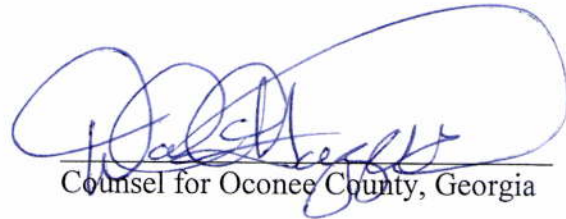
7.

This defendant alleges that it has in every way complied with the Constitution and laws of the State of Georgia, including the provisions of the Bond Resolution concerning the issuance of the Series 2017 Bonds, and that all steps taken pertaining thereto are legal in all respects, and this defendant prays for an adjudication of all matters pertaining to the validity of the Series 2017 Bonds and the security therefor.

8.

This defendant, pursuant to the laws of the State of Georgia, particularly the Official Code of Georgia Annotated, Section 9-11-52, waives the requirement that separate findings of fact and conclusions of law be entered in this action.

WHEREFORE, having answered fully, this defendant prays for judgment in favor of the issuance of the Series 2017 Bonds, finding that all necessary requirements as a matter of fact and as a matter of law have been met, and that an order be issued confirming and validating the Series 2017 Bonds and the security therefor and authorizing the Clerk of the Superior Court of Oconee County, Georgia, to execute the certificate of validation on each of the Series 2017 Bonds, all as provided by law.



Counsel for Oconee County, Georgia

Address:
Daniel C. Haygood, Esq.
Two South Main Street, Suite C
Watkinsville, GA 30677
Phone: (706) 310-0001
State Bar No. 340525

EXHIBIT A
TO ANSWER OF OCONEE COUNTY

PUBLISHER'S AFFIDAVIT

STATE OF GEORGIA

COUNTY OF OCONEE

Before the undersigned attesting officers in and for said State personally appeared Vivian Williams, who on oath deposes and says that he is the publisher of the *The Oconee Enterprise*, the newspaper in which sheriffs advertisements appear for Oconee County, Georgia; and that the attached notice regarding the validation hearing for Oconee County, Georgia Water and Sewerage Revenue Bonds, Series 2017A and Oconee County, Georgia Water and Sewerage Taxable Refunding Revenue Bonds, Series 2017B, was published in said newspaper on the following dates, to-wit: September 27 and October 4, 2017.

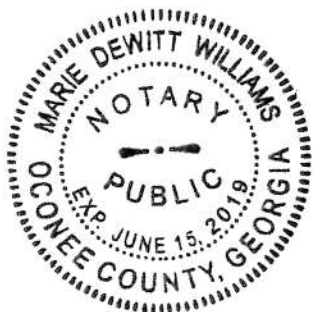
Vivian Williams
Publisher

Sworn to and subscribed
before me this 5 day of
October, 2017.

Marie DeWitt Williams
Notary Public

My Commission Expires: 6/15/19

(NOTARY PUBLIC)



(Attach clipping)

See reverse for clipping

September 28, 2017
Oconee County Board of Commissioners
23 N Main Street
Watkinsville, Ga 30677

Request for Qualifications (RFQ) #1809-06

Construction Manager at-Risk for the
Construction of Fire Station 8

Sealed Qualification Packages will be accepted by The Oconee County Board of Commissioners (OCBOC) and received in the office of the Purchasing Officer at 23 N. Main Street, Suite 203, Watkinsville, GA 30677 until **1:30 P.M. ET, THURSDAY OCTOBER 19, 2017** for **RFQ#1809-06 CM/GC - Fire Station 8** in accordance with the Request for Qualification / Request for Proposals, for the above listed project. All submittals will be opened in public and the names read aloud immediately following the specified closing time.

The purpose of this Request for Qualifications is to seek Statements of Qualifications from firms interested in providing construction management at-risk services for the project known as the Construction of Fire Station #8 in Bogart, Georgia. Request for Qualifications (RFQ) seeks to identify the most qualified potential providers of the above-mentioned services. Some firms which respond to this RFQ, and who are determined by the Owner to be especially qualified, may be deemed eligible and may be invited to offer proposals for these services. All respondents to this RFQ are subject to instructions communicated in this document and additional terms and conditions listed in the Owner's Request for Proposals (RFP). The Oconee County Board of Commissioners (OCBOC) reserves the right to reject any or all statements of qualifications or proposals, and to waive technicalities and informalities at the discretion of the Owner.

A pre-solicitation meeting to respond to all inquiries with regards to this project will be held at **2:00 P.M. ET, MONDAY, OCTOBER 9, 2017** at the Oconee County Board of Commissioners (Commission Chambers - Suite 205) 23 North Main Street, Watkinsville, Georgia 30677. **Potential Respondents are encouraged to attend.**

Questions regarding this ITB should be directed to Ms. Karen Barnett, CPPB, Purchasing Officer via Email at kbarnett@oconee.ga.us and shall be received no later than **1:30 P.M. ET ON FRIDAY, OCTOBER 13, 2017**. Solicitation documents can be obtained from the Office of the Purchasing Officer or the Oconee County Website at www.oconeecounty.com

The OCBOC reserves the right to cancel this solicitation and/or reject any and all proposals in whole or in part if Oconee County determines that cancellation and/or rejections are advantageous to the County. RFQs are legal and binding upon the Respondent when submitted. It will also be the responsibility of each Respondent to obtain any addenda issued from the Purchasing Office. The written RFQ documents supersede any verbal or written prior communications between the parties.

By Oconee County Board of Commissioners

The Honorable John Daniel, Chairman

ITB: 9/28, 10/6, 12, 19



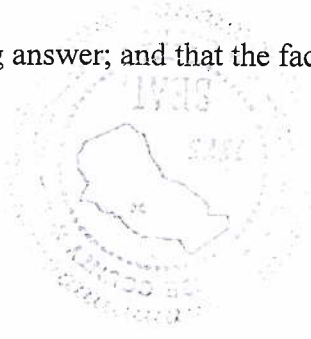
VERIFICATION

STATE OF GEORGIA

COUNTY OF OCONEE

Before the undersigned attesting officer personally appeared the undersigned, who on oath depose and say that they are the duly elected, qualified and acting Chairman and Clerk, respectively, of the Oconee County Board of Commissioners; that they have read the above and foregoing answer; and that the facts contained therein are true and correct.

(SEAL)

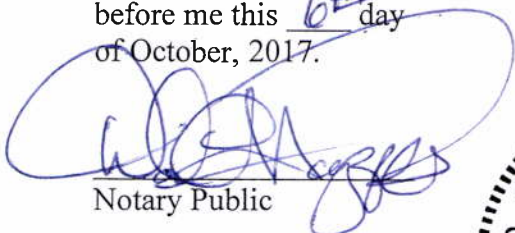


OCONEE COUNTY, GEORGIA

By: 
Chairman, Board of Commissioners

By: 
Clerk, Board of Commissioners

Sworn to and subscribed
before me this 6th day
of October, 2017.


Notary Public

My Commission Expires:

(NOTARIAL SEAL)



ACKNOWLEDGMENT OF SERVICE BY DISTRICT ATTORNEY

Due and legal service of the within and foregoing answer of the defendant, Oconee County, Georgia, together with copies of all the exhibits attached thereto, is hereby acknowledged; copy received; process and all other and further service is hereby waived.

This the 6th day of October, 2017.



KENNETH W. MAULDIN
DISTRICT ATTORNEY
OCONEE JUDICIAL CIRCUIT

FILED IN OFFICE
CLERK OF SUPERIOR COURT
OCONEE COUNTY, GEORGIA

2017 OCT 11 AM 9:07

ANGELA ELDER-JOHNSON
OCONEE COUNTY, GEORGIA

DEP. CLK.

IN THE SUPERIOR COURT OF OCONEE COUNTY
STATE OF GEORGIA

STATE OF GEORGIA,)
)
Plaintiff,)
)
v.)
)
OCONEE COUNTY, GEORGIA,)
)
Defendant.)

CIVIL ACTION FILE NO. 2017-CV-0295-S
BOND VALIDATION

VALIDATION ORDER

The above-entitled cause coming on for a hearing pursuant to an order heretofore granted and it appearing from an examination and inspection of the proceedings concerning the issuance of Oconee County, Georgia Water and Sewerage Revenue Bonds, Series 2017A, in the aggregate principal amount of not to exceed \$13,500,000 (the "Series 2017A Bonds") and Oconee County, Georgia Water and Sewerage Taxable Refunding Revenue Bonds, Series 2017B, in the aggregate principal amount of not to exceed \$2,250,000 (the "Series 2017B Bonds" and, together with the Series 2017A Bonds, the "Series 2017 Bonds"), now sought to be issued and validated, as more fully described in the District Attorney's petition and complaint, that the issuance of said Series 2017 Bonds is in all respects lawful and feasible and after inspection of the record and hearing the evidence on all matters bearing upon the Series 2017 Bonds and the right of the defendant County to issue the Series 2017 Bonds and the security therefor;

IT IS DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Superior Court of Oconee County, Georgia, has

jurisdiction over the subject matter of this proceeding and over the parties hereto and this cause is properly before this Court; and

IT IS DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that Oconee County, Georgia (the “County”) is a political subdivision validly existing under the Constitution and laws of the State of Georgia; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the defendant County is authorized to pledge and has pledged in the manner and to the extent provided by the terms of the Bond Resolution (as defined in the petition and complaint), all net revenues (as defined in the petition and complaint) from the ownership and operation of its water and sewerage system (as it now exists and may hereafter be improved, the “System”) to the payment of the principal and interest on the Oconee County Water and Sewerage Revenue Bonds, Series 2003 (the “Series 2003 Bonds”), the Series 2012 Bonds (as defined in the petition and complaint), the Series 2017 Bonds and any additional parity bonds (the “Parity Bonds”) heretofore or hereafter issued pursuant to the Bond Resolution, and such net revenues are hereby adjudged to be irrevocably pledged to the payment of the principal of and interest on the Series 2003 Bonds, the Series 2012 Bonds, the Series 2017 Bonds and any Parity Bonds to the extent and in the manner set forth in the Bond Resolution; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the net revenues so pledged shall immediately be subject to the lien created by the Bond Resolution without any physical delivery thereof or further act and such lien shall be valid and binding against the County and against all parties having claims of any kind against the County, whether such claims shall be in contract, tort or

otherwise and irrespective of whether or not such parties have actual notice of the lien of such pledges; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Series 2003 Bonds, the Series 2012 Bonds, the Series 2017 Bonds and any future Parity Bonds have a first lien of and pledge of the net revenues of the System; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the County is legally authorized to issue, and did take all necessary and proper steps in issuing (A) the Series 2017A Bonds for the purpose of (i) financing the 2017 Projects (as defined in the petition and complaint) and (ii) paying the costs of issuing the Series 2017A Bonds and (B) the Series 2017B Bonds for the purpose of (i) advance refunding the Refunded Bonds (as defined in the petition and complaint); and (ii) paying the costs of issuing the Series 2017B Bonds, and that the issuance of the Series 2017 Bonds for said undertakings is in the public interest, and the Series 2017 Bonds and the security therefore are sound, feasible and reasonable; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Series 2017 Bonds will in no way constitute a debt of the defendant County, the State of Georgia or any political subdivision thereof within the meaning of any constitutional or statutory limitation on indebtedness, nor shall the State of Georgia or any political subdivision of the State of Georgia be subject to any pecuniary liability thereon, and no holder of the Series 2017 Bonds shall have the right to compel the exercise of the taxing power of the State of Georgia or any political subdivision of the State of Georgia, including the defendant County, to pay the principal thereof or interest thereon, or to enforce

payment of either principal or interest against the property of the State of Georgia or any political subdivision of the State of Georgia, including the defendant County; the Series 2017 Bonds shall be payable solely from the net revenues of the System; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the defendant County has the right and authority to prescribe and place into effect a schedule of rates, tolls, fees and charges and to revised the same from time to time and collect such rates, tolls, fees and charges from the users of the facilities of the System, to produce revenues of the System sufficient at all times to (a) operate and maintain the System (as defined in the petition and complaint) on a sound businesslike basis, (b) create and maintain the special fund designated “Oconee County Water and Sewerage System Sinking Fund” in amounts sufficient to pay 1.15 times the principal of and interest on the Series 2003 Bonds, the Series 2012 Bonds, the Series 2017 Bonds and any future parity bonds as the same become due and payable in the then current sinking fund year, (c) pay an amount equal to 100% of principal and interest on junior lien obligations referred to in the Bond Resolution, and (d) to create and maintain a reserve therefor in the amount as required in the Bond Resolution or such larger amounts as may be required in any proceedings authorizing any such issue or issues of parity bonds, as well as to create and maintain a reserve for extensions and improvements to the System; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the undertaking for which the Series 2017 Bonds are issued, the issuance of the Series 2017 Bonds and the security therefor are sound, feasible and reasonable; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the County has duly designated Regions Bank, Atlanta, Georgia, as Authenticating Agent, Paying Agent and Bond Registrar for the Series 2017 Bonds; and

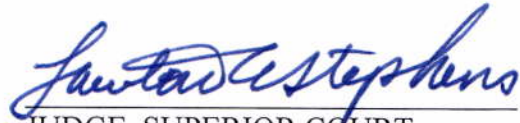
IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as matter of fact and as a matter of law, that the Series 2017 Bonds be and the same are hereby in each and every respect confirmed and validated and the County is authorized and empowered to issue the Series 2017 Bonds and was authorized to adopt the Bond Resolution, and when the Series 2017 Bonds are so issued same shall be legal, valid, binding and enforceable special obligations of the County in accordance with the terms and provisions of the Bond Resolution and in accordance with the terms and provisions of the Constitution and laws of the State of Georgia, now of force and effect, all of which terms and provisions, including the terms and provisions of the Series 2017 Bonds, are hereby in each and every respect confirmed and validated; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the parties to this proceeding have duly and lawfully waived the requirement that separate findings of fact and conclusions of law be entered pursuant to the Official Code of Georgia Annotated Section 9-11-52; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Clerk of the Superior Court of Oconee County, Georgia, is authorized to execute the certificate of validation upon each of the Series 2017 Bonds as provided in the Bond Resolution.

Let the defendant County pay the cost of these proceedings from the proceeds of the sale of the Series 2017 Bonds.

IN OPEN COURT this the 11th day of October 2017.

A handwritten signature in blue ink, reading "Jantae Stephens", written in a cursive style.

JUDGE, SUPERIOR COURT
OCONEE COUNTY, GEORGIA

IN THE SUPERIOR COURT OF OCONEE COUNTY
STATE OF GEORGIA

STATE OF GEORGIA,)

Plaintiff,)

v.)

OCONEE COUNTY, GEORGIA,)

Defendant.)

CIVIL ACTION FILE NO. 2017-CV-0295-S

BOND VALIDATION

CLERK'S CERTIFICATE


I, Angie Elder-Johnson, Clerk of the Superior Court of Oconee County, Georgia, DO HEREBY CERTIFY that I have compared the foregoing copy of all pleadings, including the petition and complaint and all exhibits, notices, orders and documents attached thereto, the answer of Oconee County, Georgia, and an order of the Court dated October 11, 2017, the same constituting the entire file of the Clerk of the Court in said cause, there being no other matter of record other than the foregoing, with the original record thereof now remaining in this office, and the same is a correct transcript therefrom, and the whole of such original record, and that this Court is a Court of Record.

I FURTHER CERTIFY that no intervention or objection was raised or filed in connection with the validation of the Series 2017 Bonds referred to in said record and that the validation order has been entered.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Court this 11th day of October, 2017.

(SEAL)




CLERK, SUPERIOR COURT
OCONEE COUNTY, GEORGIA