

## NON-ARBITRAGE CERTIFICATE

I, John Daniell, DO HEREBY CERTIFY that I am the duly elected, qualified and acting Chairman of the Oconee County Board of Commissioners (the "Issuer").

I HEREBY FURTHER CERTIFY for and on behalf of the Issuer as follows:

### General.

I am familiar with the Oconee County Water and Sewerage Revenue Bonds, Series 2017A in the aggregate principal amount of \$10,915,000 (the "Series 2017A Bonds") being issued and sold by the Issuer pursuant to a resolution of the Issuer adopted on October 23, 1998 (the "Original Resolution"), as supplemented by various resolutions of the Issuer, including the resolution adopted on September 20, 2017, as supplemented on October 3, 2017 (the Original Resolution, as so supplemented, the "Resolution").

The Series 2017A Bonds are being issued for the purpose of (i) renovating and improving the Calls Creek Wastewater Reclamation Facility and acquiring, constructing and installing additional water and sewer facilities and equipment (the "2017 Projects") and (b) paying costs of issuance necessary to accomplish the foregoing.

I have examined a completed copy of the Information Return for Tax Exempt Governmental Obligations (IRS Form 8038-G) of even date herewith filed pursuant to Section 149(e) of the Internal Revenue Code of 1986, as amended (the "Code") on behalf of the Issuer with the Internal Revenue Service Center, Ogden, Utah 82401, and, to the best of my knowledge, all information therein is true and correct as of the date of this Certificate.

The Series 2017A Bonds are limited obligations of the Issuer payable solely from the Net Revenues of the System (as defined in the Resolution).

Exhibit "A" attached hereto and by this reference made a part hereof consists of schedules prepared by Stifel Nicolaus & Company, Incorporated, the underwriter of the Series 2017A Bonds.

### Sources and Uses of Funds.

The total sources and uses of the Series 2017A Bonds are set forth in Exhibit "A" attached hereto.

### Overissuance Test.

The "gross proceeds" of the Series 2017A Bonds consist of the "proceeds" of the Series 2017 Bonds plus any "replacement proceeds." The "proceeds" of the Series 2017A Bonds means the sum of (a) the "sale proceeds" of the Series 2017A Bonds (defined in Treasury Regulation § 1.148-1(b) as any amounts actually or constructively received from the sale of the Series 2017A Bonds), plus (b) any "investment proceeds" of the Series 2017A Bonds (as defined in Treasury

Regulation § 1.148-1(b)), plus (c) any “transferred proceeds” of the Series 2017A Bonds (as defined in Treasury Regulation § 1.148-9).

There are no transferred proceeds of the Series 2017A Bonds.

The reasonably expected proceeds of the Series 2017A Bonds (a) will not exceed by more than a minor portion the amount necessary to accomplish the governmental purposes of the issue and (b) are not in excess of the amount of sale proceeds allocated to expenditures for the governmental purposes of the issue.

Disbursements of Funds and Schedule of Expenditures; Yield.

The Series 2017A Bonds are being sold to the public at the issue price set forth in Exhibit “C” attached hereto.

The proceeds of the sale of the Series 2017A Bonds shall be applied as follows:

- (a) \$85,694.30 will be used to pay costs of issuance of the Series 2017A Bonds.
- (b) \$163,855.35 will be used to pay the underwriter’s discount.
- (c) \$12,900,000 will be deposited to the Construction Fund created under the Resolution and will be used to finance the 2017 Projects.

That portion of the moneys used to pay costs of issuance on the Series 2017A Bonds, together with any investment earnings thereon, is expected to be expended for the payment of costs of issuance of the Series 2017A Bonds within 30 days after the date of this Certificate. If such moneys are not expended within 30 days, the Issuer will instruct the underwriter not to invest those moneys at a yield higher than the yield on the Series 2017A Bonds.

The Issuer intends that the moneys on deposit in the Construction Fund and the investment earnings thereon qualify for the three-year temporary period in Treasury Regulation § 1.148-2(e)(2). As of the date of this Certificate, the Issuer has incurred, or reasonably expects to incur within six months of the date of this Certificate, a substantial binding obligation to a third party or parties which is not subject to contingencies within the Issuer’s, or a related party’s, control to expend at least 5% of such moneys on the acquisition, construction, installation and equipping of the 2017 Projects.

Work on the acquisition, construction, installation and equipping of the 2017 Projects and the allocation of the moneys on deposit in the Construction Fund to expenditures therefor are reasonably expected to proceed with due diligence to completion. The Issuer reasonably expects that at least 85% of the moneys on deposit in the Construction Fund will be allocated to expenditures for the 2017 Projects within three years from the date of this Certificate. Attached as Exhibit “B” is a schedule showing the presently expected expenditure of moneys in the Construction Fund.

To the extent that any moneys remain in the Construction Fund following the completion of the acquisition, construction, installation and equipping of the 2017 Projects and the payment

of all costs in connection therewith, the Issuer will obtain an approving opinion of bond counsel prior to the use of such moneys for any purpose other than the cost of the 2017 Projects. Prior to such application or use, such moneys shall be invested at a yield (computed in accordance with Treasury Regulation § 1.148-5) not in excess of the yield on the Series 2017A Bonds, as the case may be (computed in accordance with Treasury Regulation § 1.148-4).

No portion of the cost of the acquisition, construction, installation and equipping of the 2017 Projects includes reimbursement to the Issuer for any costs of the acquisition, construction, installation or equipping of any portion of the 2017 Projects paid or incurred by the Issuer prior to July 23, 2017. No portion of the proceeds of the Series 2017A Bonds will be applied to replace any funds of the Issuer that the Issuer had committed or intended to use to finance the 2017 Projects.

The yield on the Series 2017A Bonds is 2.5731%. For purposes of this Certificate, the “yield” is, and shall be, calculated in the manner set forth in the Code and in accordance with Treasury Regulation § 1.148-4(b). Generally, the “yield” on a fixed yield issue means the discount rate which, when used in computing the present value of all unconditionally payable payments of principal, interest, and fees for a “qualified guarantee” (as defined in Treasury Regulation § 1.148-4(f), and amounts reasonably expected to be paid as fees for qualified guarantees, produces an amount equal to the present value, using the same discount rate, of the aggregate issue price of such obligation as of the issue date. In the case of the Series 2017A Bonds, the “issue price” of any Series 2017A Bond is defined in the same manner as such term is defined under Sections 1273 and 1274 of the Code. The issue price and yield of the Series 2017A Bonds is based on the Certificates of the Underwriter attached hereto as Exhibit “C”.

#### Funds and Accounts.

The Issuer has established the following funds and accounts pursuant to the Resolution:

Revenue Fund;

Sinking Fund, which contains the Debt Service Account and the Reserve Account;

Renewal and Extension Fund; and

Construction Fund.

The Debt Service Account is a “bona fide debt service fund” within the meaning of Section 148 of the Code and Treasury Regulation § 1.148-1(b) in that:

(a) it is used primarily to achieve a proper matching of revenues with principal and interest payments within each bond year; and

(b) it is to be depleted at least once each bond year, except for a reasonable carryover amount not to exceed the greater of (i) the earnings on the bona fide debt service fund for the immediately preceding bond year, or (ii) 1/12 of the principal and interest payments on the Series 2017A Bonds for the immediately preceding bond year.

The bona fide debt service fund is expected to be completely depleted on each payment date of principal or interest. The moneys on deposit in the bona fide debt service fund will be invested pending their disbursement.

Except for the Debt Service Account, no “sinking fund” or “pledged fund” (as such terms are defined in Treasury Regulation § 1.148-1(c)(2) and (3), respectively), debt service fund, redemption fund, reserve fund, revolving fund or any similar fund or account has been or will be created or established by the Issuer or will be established by any other person or entity with moneys or property derived from the Issuer or any related party from which the principal of, redemption premium (if any) or interest on, the Series 2017A Bonds is reasonably expected to be paid, directly or indirectly. All of the moneys to be used to pay the principal of, redemption premium (if any) and interest on the Series 2017A Bonds will be deposited into the Debt Service Account.

The Series 2017A Bonds are not secured by the Reserve Account referred to in paragraph 5.1(b) above.

The moneys on deposit in the Revenue Fund, the Sinking Fund, the Renewal and Extension Fund and the Construction Fund will be invested pending their disbursement.

#### Pledged and Replacement Funds.

No stock or other “security” as defined in Section 165(g)(2)(A) and (B) of the Code, annuity contract, “investment-type property” as described or defined in Section 148(d)(2)(D) of the Code and Treasury Regulation § 1.148-1(d), or any other obligation (other than an obligation described in Section 103(a) of the Internal Revenue Code of 1954, as amended, or Section 103(a) of the Code which is not a “specified private activity bond” within the meaning of Section 57(a)(5)(C) of the Code), will be pledged as security for the payment of principal of, redemption premium (if any) and interest on the Series 2017A Bonds.

All of the proceeds of the Series 2017A Bonds (including any investment proceeds) are being expended for the purposes set forth in paragraph 1.2 hereof, and no portion of the proceeds of the Series 2017A Bonds is expected to be used to finance or be allocated to working capital expenditures or to create any working capital reserve, directly or indirectly.

The Series 2017A Bonds will not be outstanding longer than is reasonably necessary for the governmental purposes of the issue, as determined under Treasury Regulation § 1.148-10. The weighted average maturity of the Series 2017A Bonds does not exceed the reasonably expected economic life of the 2017 Projects by more than 20%.

The Issuer has not entered into any agreement obligating it to maintain any amount at a particular level for the benefit of the owners of the Series 2017A Bonds.

#### Weighted Average Maturity.

Based upon the Certificates of the Underwriter attached hereto as Exhibit “C” relating to the Series 2017A Bonds, the weighted average maturity of the Series 2017A Bonds (determined by taking into account the issued price of the Series 2017A Bonds) is 14.180 years. The weighted

average maturity of the Series 2017A Bonds does not exceed the reasonably expected remaining economic life of the facilities financed by the Series 2017A Bonds by more than 20%.

Composite Issues.

There are no other tax-exempt obligations heretofore issued or to be issued by or on behalf of any state, territory or possession of the United States, or any political subdivision of any of the foregoing, or of the County of Columbia, which:

(a) are to be sold less than 15 days prior to or after the date of sale of the Series 2017A Bonds;

(b) are to be sold pursuant to the same plan of financing with the Series 2017A Bonds; and

(c) are reasonably expected to be paid from substantially the same source of funds as the Series 2017A Bonds, determined without regard to guarantees from unrelated parties.

Private Activity Bond Test.

No portion of the proceeds of the Series 2017A Bonds or the System is to be used, directly or indirectly, in a trade or business carried on by any person other than a governmental unit (other than use as a member of the general public) (a “private business use”), and no portion of the principal or interest on the Series 2017A Bonds is, under the Resolution or pursuant to any underlying agreement, directly or indirectly (a) secured by any property used or to be used in a private business use or payments in respect of such property, or (b) to be derived from payments (whether or not to the Issuer) in respect of property, or borrowed money, used or to be used for a private business use.

There is no management contract, cooperative research agreement, output contract or similar agreement with respect to the System or any of the products or services provided at the System.

No portion of the proceeds of the Series 2017A Bonds is being used (a) to finance or refinance any “output facility” (within the meaning of Section 141(b)(4) of the Code), (b) to make or to finance loans to persons other than governmental units or (c) directly or indirectly, for the acquisition by a governmental unit of nongovernmental output property (within the meaning of Section 141(d) of the Code).

Hedge Bonds.

The Issuer reasonably expects that (a) at least 85% of the “spendable proceeds” of the Series 2017A Bonds will be spent for the governmental purposes for which such Series 2017A Bonds were issued within the three year period beginning on the date of issuance of such Series 2017A Bonds, and (b) not more than 50% of the proceeds of the Series 2017A Bonds will be

invested in “nonpurpose investments” (as defined in Treasury Regulation § 1.148-1(b)) having a substantially guaranteed yield for four years or more.

The Series 2017A Bonds are being issued for the significant governmental purposes set forth in paragraph 1.2 and are not being issued to hedge against future increases in interest rates.

Rebate to the United States.

The Issuer hereby covenants and agrees that, at the end of each five-year period beginning on the date of issuance of the Series 2017A Bonds, or on such other date as may be permitted by applicable temporary, proposed or final Treasury Regulations (each such date a “computation date”) one of them shall compute the Rebatable Arbitrage (as described in paragraph 11.2 of this Certificate) with respect to the Series 2017A Bonds and within 60 days thereafter make installment payments to the United States in an amount equal to 90% of the Rebatable arbitrage with respect to the Series 2017A Bonds. The final installment (the “Final Rebate”) shall be paid no later than the date 60 days after the final computation date, and shall be in an amount sufficient to pay all of the Rebatable Arbitrage as of the final computation date. If the Series 2017A Bonds are retired within three years after the date of issuance thereof, the final computation date need not occur before the end of eight months after the date of issuance of the Series 2017A Bonds or during the period in which the Issuer reasonably expects that any of the spending exceptions under Treasury Regulation § 1.148-7 will apply to the Series 2017A Bonds.

The “Rebatable Arbitrage” with respect to the Series 2017A Bonds is an amount equal to the sum of:

the excess of:

the aggregate amount earned from the date of the issuance of the Series 2017A Bonds on all nonpurpose investments in which gross proceeds of the Series 2017A Bonds are invested (other than amounts attributable to the excess described in this clause) over;

the amount that would have been earned if the yield on such nonpurpose investments had been equal to the yield (determined on the basis of the issue price) on the Series 2017A Bonds; plus

any income attributable to the excess described in Section 11.2(a) above (whether or not such income exceeds the yield on the Series 2017A Bonds).

The amount of Rebatable Arbitrage shall be computed in accordance with Treasury Regulations §§ 1.148-0 to 1.148-11, as the same may be modified, amended or superseded from time to time with respect to the Series 2017A Bonds.

Generally, the Rebatable Arbitrage with respect to the Series 2017A Bonds as of any date of computation is the excess of (a) the future value of all nonpurpose receipts with respect to the Series 2017A Bonds; over (b) the future value of all nonpurpose payments with respect to the Series 2017A Bonds computed as required under Treasury Regulation § 1.148-3(c).

For purposes of determining the amount of Rebatable Arbitrage under Section 148(f) of the Code, because the rate of interest on the Series 2017A Bonds does not vary during the term of the Series 2017A Bonds, and because the weighted average maturity of the Series 2017A Bonds (as determined in accordance with Section 147(b)(2)(A) of the Code) is at least five years, any amount earned on a bona fide debt service fund (as described in Section 148(f)(4)(B) of the Code) shall not be taken into account.

Each payment of the Rebatable Arbitrage required under the provisions of this Certificate shall be (a) filed with the Internal Revenue Service Center, Ogden, Utah 82401, and (b) accompanied by a copy of the IRS Form 8038-T to be filed with respect to the Rebatable Arbitrage which is being paid, except as may otherwise be provided by applicable Treasury Regulations.

Unless the Issuer shall receive an opinion of nationally recognized bond counsel experienced in matters relating to Section 148 of the Code to the effect that failure to pay any rebate under Section 148(f) of the Code will not adversely affect the exclusion of interest on the Series 2017A Bonds from gross income for federal income tax purposes, the Issuer agrees to file all reports and make all payments required to be made to the United States in accordance with Section 148(f) of the Code and Treasury Regulation §§ 1.148-0 to 1.148-11, or any successor temporary, proposed or final Treasury Regulations thereto.

#### Miscellaneous.

The Issuer does not have a present expectation or intention of selling or otherwise disposing of any portion of the 2017 Projects or its interest therein prior to the last maturity of the Series 2017A Bonds.

The Series 2017A Bonds are not and will not be “federally guaranteed” within the meaning of Section 149(b) of the Code.

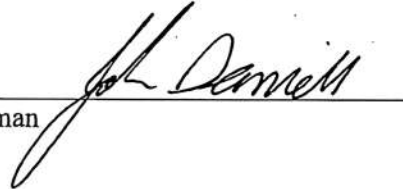
No portion of the Series 2017A Bonds is being used, directly or indirectly, in connection with a transaction or a series of transactions that attempts to circumvent the provisions of Section 148 of the Code or the proposed, temporary or final Treasury Regulations applicable thereto (a) enabling the Issuer to exploit the difference between tax exempt and taxable interest rates to gain a material financial advantage and (b) increasing the burden on the market for tax exempt obligations. The Series 2017A Bonds are not being issued sooner and will not remain outstanding longer than is reasonably necessary for the purposes for which the Series 2017A Bonds are issued.

The Issuer has not been notified of any listing or proposed listing of it by the Internal Revenue Service as an issuer that may not certify its bonds.

IN WITNESS WHEREOF, this Certificate has been executed on behalf of the Issuer by the undersigned this 17<sup>th</sup> day of October, 2017.

OCONEE COUNTY, GEORGIA

By: \_\_\_\_\_  
Chairman

A handwritten signature in black ink, appearing to read "J. L. Demmitt", is written over a horizontal line. The signature is cursive and extends above and below the line.

(Signature Page to Non-Arbitrage Certificate)



**Exhibits:**

- Exhibit "A" - Sources and Uses of Funds and Numbers Run Provided by Stifel Nicolaus & Company, Incorporated
- Exhibit "B" - Expected Expenditure of Moneys in the Construction Fund.
- Exhibit "C" - Certificates of the Underwriter

Exhibit "A"

SOURCES AND USE OF FUNDS AND  
NUMBERS RUN FROM STIFEL NICOLAUS & COMPANY, INCORPORATED

SOURCES AND USES OF FUNDS

Oconee County, Georgia  
Water and Sewerage Revenue Bonds

Dated Date 10/17/2017  
Delivery Date 10/17/2017

Sources:	Revenue Bonds, Series 2017A	Taxable Revenue Bonds, Series 2017B	Total
<b>Bond Proceeds:</b>			
Par Amount	10,915,000.00	1,765,000.00	12,680,000.00
Premium	2,230,717.85	8,589.10	2,239,306.95
	<u>13,145,717.85</u>	<u>1,773,589.10</u>	<u>14,919,306.95</u>
<b>Other Sources of Funds:</b>			
Sinking Fund, S2009, Interest		6,533.33	6,533.33
Sinking Fund, S2009, Principal		75,000.00	75,000.00
		<u>81,533.33</u>	<u>81,533.33</u>
	<u>13,145,717.85</u>	<u>1,855,122.43</u>	<u>15,000,840.28</u>
<b>Uses:</b>			
<b>Project Fund Deposits:</b>			
Project Fund	12,900,000.00		12,900,000.00
<b>Refunding Escrow Deposits:</b>			
Cash Deposit		0.09	0.09
SLGS Purchases		1,813,177.00	1,813,177.00
		<u>1,813,177.09</u>	<u>1,813,177.09</u>
<b>Delivery Date Expenses:</b>			
Cost of Issuance	160,023.55	25,876.45	185,900.00
Underwriter's Discount	81,862.50	13,237.50	95,100.00
	<u>241,886.05</u>	<u>39,113.95</u>	<u>281,000.00</u>
<b>Other Uses of Funds:</b>			
Additional Proceeds	3,831.80	2,831.39	6,663.19
	<u>13,145,717.85</u>	<u>1,855,122.43</u>	<u>15,000,840.28</u>

BOND PRICING

Oconee County, Georgia  
Revenue Bonds, Series 2017A

Bond Component	Maturity Date	Amount	Rate	Yield	Price	Yield to Maturity
Bond Component:						
	09/01/2024	550,000	5.000%	1.770%	120.811	
	09/01/2025	580,000	5.000%	1.930%	122.319	
	09/01/2026	610,000	5.000%	2.060%	123.725	
	09/01/2027	640,000	5.000%	2.190%	124.822	
	09/01/2028	675,000	5.000%	2.330%	123.423	C 2.523%
	09/01/2029	710,000	5.000%	2.460%	122.139	C 2.795%
	09/01/2030	745,000	5.000%	2.540%	121.358	C 2.989%
	09/01/2031	785,000	5.000%	2.610%	120.678	C 3.148%
	09/01/2032	825,000	5.000%	2.680%	120.004	C 3.288%
	09/01/2033	865,000	5.000%	2.750%	119.333	C 3.412%
	09/01/2034	910,000	5.000%	2.810%	118.762	C 3.516%
	09/01/2035	955,000	5.000%	2.860%	118.289	C 3.603%
	09/01/2036	1,005,000	5.000%	2.890%	118.006	C 3.669%
	09/01/2037	1,060,000	5.000%	2.920%	117.724	C 3.729%
		10,915,000				

Dated Date	10/17/2017	
Delivery Date	10/17/2017	
First Coupon	03/01/2018	
Par Amount	10,915,000.00	
Premium	2,230,717.85	
Production	13,145,717.85	120.437177%
Underwriter's Discount	-81,862.50	-0.750000%
Purchase Price	13,063,855.35	119.687177%
Accrued Interest		
Net Proceeds	13,063,855.35	

**BOND PRICING**

**Oconee County, Georgia  
Taxable Revenue Bonds, Series 2017B**

Bond Component	Maturity Date	Amount	Rate	Yield	Price
<b>Taxable Bonds:</b>					
	09/01/2018	925,000	2.000%	1.500%	100.430
	09/01/2019	840,000	2.000%	1.700%	100.549
		<b>1,765,000</b>			

Dated Date	10/17/2017	
Delivery Date	10/17/2017	
First Coupon	03/01/2018	
Par Amount	1,765,000.00	
Premium	8,589.10	
Production	1,773,589.10	100.486635%
Underwriter's Discount	-13,237.50	-0.750000%
Purchase Price	1,760,351.60	99.736635%
Accrued Interest		
Net Proceeds	1,760,351.60	

AVERAGE TAKEDOWN

Oconee County, Georgia  
Revenue Bonds, Series 2017A

Dated Date 10/17/2017  
Delivery Date 10/17/2017

Bond Component	Maturity Date	Par Amount	Takedown \$/Bond	Takedown Amount
<b>Bond Component:</b>				
	09/01/2024	550,000	3.0000	1,650.00
	09/01/2025	580,000	3.0000	1,740.00
	09/01/2026	610,000	3.0000	1,830.00
	09/01/2027	640,000	3.0000	1,920.00
	09/01/2028	675,000	3.2500	2,193.75
	09/01/2029	710,000	3.2500	2,307.50
	09/01/2030	745,000	3.2500	2,421.25
	09/01/2031	785,000	3.2500	2,551.25
	09/01/2032	825,000	3.2500	2,681.25
	09/01/2033	865,000	3.2500	2,811.25
	09/01/2034	910,000	3.2500	2,957.50
	09/01/2035	955,000	3.2500	3,103.75
	09/01/2036	1,005,000	3.2500	3,266.25
	09/01/2037	1,060,000	3.2500	3,445.00
		10,915,000	3.1955	34,878.75

**AVERAGE TAKEDOWN**

**Oconee County, Georgia  
Taxable Revenue Bonds, Series 2017B**

**Dated Date** 10/17/2017  
**Delivery Date** 10/17/2017

<b>Bond Component</b>	<b>Maturity Date</b>	<b>Par Amount</b>	<b>Takedown \$/Bond</b>	<b>Takedown Amount</b>
<b>Taxable Bonds:</b>				
	09/01/2018	925,000	2.5000	2,312.50
	09/01/2019	840,000	2.5000	2,100.00
		1,765,000	2.5000	4,412.50

BOND SUMMARY STATISTICS

Oconee County, Georgia  
Revenue Bonds, Series 2017A

Dated Date	10/17/2017
Delivery Date	10/17/2017
Last Maturity	09/01/2037
Arbitrage Yield	2.573149%
True Interest Cost (TIC)	3.233139%
Net Interest Cost (NIC)	3.611629%
All-In TIC	3.351139%
Average Coupon	5.000000%
Average Life (years)	14.180
Duration of Issue (years)	10.634
Par Amount	10,915,000.00
Bond Proceeds	13,145,717.85
Total Interest	7,738,765.28
Net Interest	5,589,909.93
Total Debt Service	18,653,765.28
Maximum Annual Debt Service	1,113,000.00
Average Annual Debt Service	938,685.42
Underwriter's Fees (per \$1000)	
Average Takedown	3.195488
Other Fee	4.304512
Total Underwriter's Discount	7.500000
Bid Price	119.687177

Bond Component	Par Value	Price	Average Coupon	Average Life
Bond Component	10,915,000.00	120.437	5.000%	14.180
	10,915,000.00			14.180

	TIC	All-In TIC	Arbitrage Yield
Par Value	10,915,000.00	10,915,000.00	10,915,000.00
+ Accrued Interest			
+ Premium (Discount)	2,230,717.85	2,230,717.85	2,230,717.85
- Underwriter's Discount	-81,862.50	-81,862.50	
- Cost of Issuance Expense		-160,023.55	
- Other Amounts			
Target Value	13,063,855.35	12,903,831.80	13,145,717.85
Target Date	10/17/2017	10/17/2017	10/17/2017
Yield	3.233139%	3.351139%	2.573149%



BOND SUMMARY STATISTICS

Oconee County, Georgia  
Taxable Revenue Bonds, Series 2017B

Dated Date	10/17/2017
Delivery Date	10/17/2017
Last Maturity	09/01/2019
Arbitrage Yield	1.633606%
True Interest Cost (TIC)	2.200521%
Net Interest Cost (NIC)	2.195354%
All-In TIC	3.327621%
Average Coupon	2.000000%
Average Life (years)	1.348
Duration of Issue (years)	1.333
Par Amount	1,765,000.00
Bond Proceeds	1,773,589.10
Total Interest	47,589.44
Net Interest	52,237.84
Total Debt Service	1,812,589.44
Maximum Annual Debt Service	955,789.44
Average Annual Debt Service	968,148.66
Underwriter's Fees (per \$1000)	
Average Takedown	2.500000
Other Fee	5.000000
Total Underwriter's Discount	7.500000
Bid Price	99.736635

Bond Component	Par Value	Price	Average Coupon	Average Life
Taxable Bonds	1,765,000.00	100.487	2.000%	1.348
	1,765,000.00			1.348

	TIC	All-In TIC	Arbitrage Yield
Par Value	1,765,000.00	1,765,000.00	1,765,000.00
+ Accrued Interest			
+ Premium (Discount)	8,589.10	8,589.10	8,589.10
- Underwriter's Discount	-13,237.50	-13,237.50	
- Cost of Issuance Expense		-25,876.45	
- Other Amounts			
Target Value	1,760,351.60	1,734,475.15	1,773,589.10
Target Date	10/17/2017	10/17/2017	10/17/2017
Yield	2.200521%	3.327621%	1.633606%

BOND DEBT SERVICE

Oconee County, Georgia  
Revenue Bonds, Series 2017A

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
03/01/2018			203,140.28	203,140.28	
09/01/2018			272,875.00	272,875.00	476,015.28
03/01/2019			272,875.00	272,875.00	
09/01/2019			272,875.00	272,875.00	545,750.00
03/01/2020			272,875.00	272,875.00	
09/01/2020			272,875.00	272,875.00	545,750.00
03/01/2021			272,875.00	272,875.00	
09/01/2021			272,875.00	272,875.00	545,750.00
03/01/2022			272,875.00	272,875.00	
09/01/2022			272,875.00	272,875.00	545,750.00
03/01/2023			272,875.00	272,875.00	
09/01/2023			272,875.00	272,875.00	545,750.00
03/01/2024			272,875.00	272,875.00	
09/01/2024	550,000	5.000%	272,875.00	822,875.00	1,095,750.00
03/01/2025			259,125.00	259,125.00	
09/01/2025	580,000	5.000%	259,125.00	839,125.00	1,098,250.00
03/01/2026			244,625.00	244,625.00	
09/01/2026	610,000	5.000%	244,625.00	854,625.00	1,099,250.00
03/01/2027			229,375.00	229,375.00	
09/01/2027	640,000	5.000%	229,375.00	869,375.00	1,098,750.00
03/01/2028			213,375.00	213,375.00	
09/01/2028	675,000	5.000%	213,375.00	888,375.00	1,101,750.00
03/01/2029			196,500.00	196,500.00	
09/01/2029	710,000	5.000%	196,500.00	906,500.00	1,103,000.00
03/01/2030			178,750.00	178,750.00	
09/01/2030	745,000	5.000%	178,750.00	923,750.00	1,102,500.00
03/01/2031			160,125.00	160,125.00	
09/01/2031	785,000	5.000%	160,125.00	945,125.00	1,105,250.00
03/01/2032			140,500.00	140,500.00	
09/01/2032	825,000	5.000%	140,500.00	965,500.00	1,106,000.00
03/01/2033			119,875.00	119,875.00	
09/01/2033	865,000	5.000%	119,875.00	984,875.00	1,104,750.00
03/01/2034			98,250.00	98,250.00	
09/01/2034	910,000	5.000%	98,250.00	1,008,250.00	1,106,500.00
03/01/2035			75,500.00	75,500.00	
09/01/2035	955,000	5.000%	75,500.00	1,030,500.00	1,106,000.00
03/01/2036			51,625.00	51,625.00	
09/01/2036	1,005,000	5.000%	51,625.00	1,056,625.00	1,108,250.00
03/01/2037			26,500.00	26,500.00	
09/01/2037	1,060,000	5.000%	26,500.00	1,086,500.00	1,113,000.00
	10,915,000		7,738,765.28	18,653,765.28	18,653,765.28

**BOND DEBT SERVICE**

**Oconee County, Georgia  
Taxable Revenue Bonds, Series 2017B**

<b>Period Ending</b>	<b>Principal</b>	<b>Coupon</b>	<b>Interest</b>	<b>Debt Service</b>	<b>Annual Debt Service</b>
03/01/2018			13,139.44	13,139.44	
09/01/2018	925,000	2.000%	17,650.00	942,650.00	955,789.44
03/01/2019			8,400.00	8,400.00	
09/01/2019	840,000	2.000%	8,400.00	848,400.00	856,800.00
	1,765,000		47,589.44	1,812,589.44	1,812,589.44

PRIOR BOND DEBT SERVICE

Oconee County, Georgia  
Water and Sewerage Revenue Bonds

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
03/01/2018			39,200	39,200	
09/01/2018	900,000	5.000%	39,200	939,200	978,400
03/01/2019			16,700	16,700	
09/01/2019	835,000	4.000%	16,700	851,700	868,400
	1,735,000		111,800	1,846,800	1,846,800

SUMMARY OF REFUNDING RESULTS

Oconee County, Georgia  
Water and Sewerage Revenue Bonds

Dated Date	10/17/2017
Delivery Date	10/17/2017
Arbitrage yield	2.573149%
Escrow yield	0.000000%
Value of Negative Arbitrage	5,768.41
Bond Par Amount	1,765,000.00
True Interest Cost	2.200521%
Net Interest Cost	2.195354%
Average Coupon	2.000000%
Average Life	1.348
Par amount of refunded bonds	1,735,000.00
Average coupon of refunded bonds	4.334284%
Average life of refunded bonds	1.353
PV of prior debt to 10/17/2017 @ 2.573149%	1,785,331.59
Net PV Savings	-45,102.52
Percentage savings of refunded bonds	-2.599569%
Percentage savings of refunding bonds	-2.555384%

SAVINGS

Oconee County, Georgia  
Taxable Revenue Bonds, Series 2017B

Date	Prior Debt Service	Prior Receipts	Prior Net Cash Flow	Refunding Debt Service	Savings	Present Value to 10/17/2017 @ 2.5731490%
09/01/2018	978,400.00	81,533.33	896,866.67	955,789.44	-58,922.77	-59,093.52
09/01/2019	868,400.00		868,400.00	856,800.00	11,600.00	11,159.61
	1,846,800.00	81,533.33	1,765,266.67	1,812,589.44	-47,322.77	-47,933.91

Savings Summary

PV of savings from cash flow	-47,933.91
Plus: Refunding funds on hand	2,831.39
Net PV Savings	-45,102.52

COST OF ISSUANCE

Oconee County, Georgia  
Water and Sewerage Revenue Bonds

Cost of Issuance	\$/1000	Amount
Bond Counsel / Issuer's Counsel	7.50000	95,100.00
Rating - S&P	1.89274	24,000.00
Paying Agent / Registrar	0.11830	1,500.00
Escrow Agent	0.11830	1,500.00
Verification Agent	0.19716	2,500.00
Printing	0.10252	1,300.00
Disclosure Counsel	2.36593	30,000.00
Disclosure Counsel - Expenses	0.19716	2,500.00
Underwriter's Counsel	0.67035	8,500.00
Closing Expenses	0.51262	6,500.00
Assured	0.19716	2,500.00
Contingency	0.78864	10,000.00
	14.66088	185,900.00

FORM 8038 STATISTICS

Oconee County, Georgia  
Water and Sewerage Revenue Bonds

Dated Date 10/17/2017  
Delivery Date 10/17/2017

Bond Component	Date	Principal	Coupon	Price	Issue Price	Redemption at Maturity
Bond Component:						
	09/01/2024	550,000.00	5.000%	120.811	664,460.50	550,000.00
	09/01/2025	580,000.00	5.000%	122.319	709,450.20	580,000.00
	09/01/2026	610,000.00	5.000%	123.725	754,722.50	610,000.00
	09/01/2027	640,000.00	5.000%	124.822	798,860.80	640,000.00
	09/01/2028	675,000.00	5.000%	123.423	833,105.25	675,000.00
	09/01/2029	710,000.00	5.000%	122.139	867,186.90	710,000.00
	09/01/2030	745,000.00	5.000%	121.358	904,117.10	745,000.00
	09/01/2031	785,000.00	5.000%	120.678	947,322.30	785,000.00
	09/01/2032	825,000.00	5.000%	120.004	990,033.00	825,000.00
	09/01/2033	865,000.00	5.000%	119.333	1,032,230.45	865,000.00
	09/01/2034	910,000.00	5.000%	118.762	1,080,734.20	910,000.00
	09/01/2035	955,000.00	5.000%	118.289	1,129,659.95	955,000.00
	09/01/2036	1,005,000.00	5.000%	118.006	1,185,960.30	1,005,000.00
	09/01/2037	1,060,000.00	5.000%	117.724	1,247,874.40	1,060,000.00
		10,915,000.00			13,145,717.85	10,915,000.00

	Maturity Date	Interest Rate	Issue Price	Stated Redemption at Maturity	Weighted Average Maturity	Yield
Final Maturity	09/01/2037	5.000%	1,247,874.40	1,060,000.00		
Entire Issue			13,145,717.85	10,915,000.00	14.1170	2.5731%

Proceeds used for accrued interest	0.00
Proceeds used for bond issuance costs (including underwriters' discount)	241,886.05
Proceeds used for credit enhancement	0.00
Proceeds allocated to reasonably required reserve or replacement fund	0.00



ESCROW REQUIREMENTS

Oconee County, Georgia  
Taxable Revenue Bonds, Series 2017B

Period Ending	Principal	Interest	Total
03/01/2018		39,200.00	39,200.00
09/01/2018	900,000.00	39,200.00	939,200.00
03/01/2019		16,700.00	16,700.00
09/01/2019	835,000.00	16,700.00	851,700.00
	1,735,000.00	111,800.00	1,846,800.00

ESCROW DESCRIPTIONS

Oconee County, Georgia  
Taxable Revenue Bonds, Series 2017B

Type of Security	Type of SLGS	Maturity Date	First Int Pmt Date	Par Amount	Rate	Max Rate	Total Cost
Oct 17, 2017:							
SLGS	Certificate	03/01/2018	03/01/2018	34,434	1.100%	1.100%	34,434.00
SLGS	Certificate	09/01/2018	09/01/2018	922,676	1.280%	1.280%	922,676.00
SLGS	Note	03/01/2019	03/01/2018	10,498	1.370%	1.370%	10,498.00
SLGS	Note	09/01/2019	03/01/2018	845,569	1.450%	1.450%	845,569.00
				1,813,177			1,813,177.00

SLGS Summary

SLGS Rates File	03OCT17
Total Certificates of Indebtedness	957,110.00
Total Notes	856,067.00
<b>Total original SLGS</b>	<b>1,813,177.00</b>

FORM 8038 STATISTICS

Oconee County, Georgia  
Revenue Bonds, Series 2017A

Dated Date 10/17/2017  
Delivery Date 10/17/2017

Bond Component	Date	Principal	Coupon	Price	Issue Price	Redemption at Maturity
Bond Component:						
	09/01/2024	550,000.00	5.000%	120.811	664,460.50	550,000.00
	09/01/2025	580,000.00	5.000%	122.319	709,450.20	580,000.00
	09/01/2026	610,000.00	5.000%	123.725	754,722.50	610,000.00
	09/01/2027	640,000.00	5.000%	124.822	798,860.80	640,000.00
	09/01/2028	675,000.00	5.000%	123.423	833,105.25	675,000.00
	09/01/2029	710,000.00	5.000%	122.139	867,186.90	710,000.00
	09/01/2030	745,000.00	5.000%	121.358	904,117.10	745,000.00
	09/01/2031	785,000.00	5.000%	120.678	947,322.30	785,000.00
	09/01/2032	825,000.00	5.000%	120.004	990,033.00	825,000.00
	09/01/2033	865,000.00	5.000%	119.333	1,032,230.45	865,000.00
	09/01/2034	910,000.00	5.000%	118.762	1,080,734.20	910,000.00
	09/01/2035	955,000.00	5.000%	118.289	1,129,659.95	955,000.00
	09/01/2036	1,005,000.00	5.000%	118.006	1,185,960.30	1,005,000.00
	09/01/2037	1,060,000.00	5.000%	117.724	1,247,874.40	1,060,000.00
		10,915,000.00			13,145,717.85	10,915,000.00

	Maturity Date	Interest Rate	Issue Price	Stated Redemption at Maturity	Weighted Average Maturity	Yield
Final Maturity	09/01/2037	5.000%	1,247,874.40	1,060,000.00		
Entire Issue			13,145,717.85	10,915,000.00	14.1170	2.5731%

Proceeds used for accrued interest	0.00
Proceeds used for bond issuance costs (including underwriters' discount)	241,886.05
Proceeds used for credit enhancement	0.00
Proceeds allocated to reasonably required reserve or replacement fund	0.00

FORM 8038 STATISTICS

Oconee County, Georgia  
Taxable Revenue Bonds, Series 2017B

Dated Date 10/17/2017  
Delivery Date 10/17/2017

Bond Component	Date	Principal	Coupon	Price	Issue Price	Redemption at Maturity
Taxable Bonds:						
	09/01/2018	925,000.00	2.000%	100.430	928,977.50	925,000.00
	09/01/2019	840,000.00	2.000%	100.549	844,611.60	840,000.00
		1,765,000.00			1,773,589.10	1,765,000.00

	Maturity Date	Interest Rate	Issue Price	Stated Redemption at Maturity	Weighted Average Maturity	Yield
Final Maturity	09/01/2019	2.000%	844,611.60	840,000.00		
Entire Issue			1,773,589.10	1,765,000.00	1.3484	1.6336%

Proceeds used for accrued interest	0.00
Proceeds used for bond issuance costs (including underwriters' discount)	39,113.95
Proceeds used for credit enhancement	0.00
Proceeds allocated to reasonably required reserve or replacement fund	0.00
Proceeds used to currently refund prior issues	0.00
Proceeds used to advance refund prior issues	1,813,177.09
Remaining weighted average maturity of the bonds to be currently refunded	0.0000
Remaining weighted average maturity of the bonds to be advance refunded	1.3346

FORM 8038 STATISTICS

Oconee County, Georgia  
Taxable Revenue Bonds, Series 2017B

Refunded Bonds

Bond Component	Date	Principal	Coupon	Price	Issue Price
Series 2009:					
BOND	09/01/2018	900,000.00	5.000%	111.859	1,006,731.00
BOND	09/01/2019	835,000.00	4.000%	103.700	865,895.00
		1,735,000.00			1,872,626.00

	Last Call Date	Issue Date	Remaining Weighted Average Maturity
Series 2009		11/05/2009	1.3346
All Refunded Issues			1.3346

Exhibit "B"

EXPECTED EXPENDITURE OF CONSTRUCTION FUND MONEYS

ESTIMATED DRAW DOWN SCHEDULE		
	<u>Water Projects</u>	<u>Wastewater Projects</u>
<u>2017</u>		
July	\$8,336	\$0
August	12,504	583,522
September	20,840	916,963
October	12,504	916,963
November	8,336	1,417,124
December	25,008	1,750,565
<u>2018</u>		
January	\$87,528	\$1,417,124
February	\$87,528	750,242
March	129,208	750,242
April	170,889	583,522
May	212,569	500,162
June	212,569	416,801
July	208,401	416,801
August	208,401	416,801
September	166,721	166,721
October	83,360	166,721
November	41,680	1,417,124
December	20,840	750,242
<u>2019</u>		
January	8,336	0
February	4,168	0
TOTAL	<u>\$1,729,725</u>	<u>\$11,170,275</u>

Exhibit "C"

CERTIFICATES OF THE UNDERWRITER

[ATTACHED.]



**\$10,915,000 Oconee County Water and Sewerage  
Revenue Bonds, Series 2017A**

**ISSUE PRICE  
CERTIFICATE**

The undersigned, on behalf of Stifel Nicolaus & Company, Incorporated (the “Underwriter”), hereby certifies as set forth below with respect to the sale and issuance of the above-captioned obligations (the “Bonds”).

1. ***Sale of the Bonds.*** As of the date of this Certificate, for each Maturity of the Bonds, the first price at which at least 10% of such Maturity of the Bonds was sold to the Public is the respective price listed in Schedule A.

2. ***Defined Terms.***

(a) *Issuer* means the Oconee County, Georgia.

(b) *Maturity* means Bonds with the same credit and payment terms. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities.

(c) *Public* means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(d) *Underwriter* means (i) any person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the Underwriter’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by Gray Pannell & Woodward LLP in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Bonds.

[Signature Page Follows]

STIFEL NICOLAUS & COMPANY,  
INCORPORATED

By: Alan E. Jatt  
Title: Managing Director


Dated: October 17, 2017

By: \_\_\_\_\_  
Title: \_\_\_\_\_

STIFEL NICOLAUS & COMPANY,  
INCORPORATED

By: \_\_\_\_\_  
Title: Managing Director

Dated: October 17, 2017

By:   
Title: MANAGING / DIRECTOR (UNDERWRITER)

**SCHEDULE A SALE PRICES** (*Attached*)

## MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, AND YIELDS

### \$10,915,000 Water and Sewerage Revenue Bonds, Series 2017A

<u>Maturity (September 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP<sup>(1)</sup></u>
2024	\$550,000	5.000%	1.770%	675568CU1
2025	580,000	5.000	1.930	675568CV9
2026	610,000	5.000	2.060	675568CW7
2027	640,000	5.000	2.190	675568CX5
2028	675,000	5.000	2.330 <sup>†</sup>	675568CY3
2029	710,000	5.000	2.460 <sup>†</sup>	675568CZ0
2030	745,000	5.000	2.540 <sup>†</sup>	675568DA4
2031	785,000	5.000	2.610 <sup>†</sup>	675568DB2
2032	825,000	5.000	2.680 <sup>†</sup>	675568DC0
2033	865,000	5.000	2.750 <sup>†</sup>	675568DD8
2034	910,000	5.000	2.810 <sup>†</sup>	675568DE6
2035	955,000	5.000	2.860 <sup>†</sup>	675568DF3
2036	1,005,000	5.000	2.890 <sup>†</sup>	675568DG1
2037	1,060,000	5.000	2.920 <sup>†</sup>	675568DH9

<sup>†</sup> Priced to first call date of September 1, 2027

CERTIFICATE OF UNDERWRITER AS TO YIELD  
AND WEIGHTED AVERAGE MATURITY

The undersigned officer of Stifel Nicolaus & Company, Incorporated, as the underwriter (the "Underwriter") for the \$10,915,000 Oconee County Water and Sewerage Revenue Bonds, Series 2017A (the "Series 2017A Bonds"), DOES HEREBY CERTIFY as follows:


1.1 We have been asked by Bond Counsel to calculate the yield of the Series 2017A Bonds using the definition that follows. "Yield" is the discount rate calculated on the basis of a 360-day year consisting of twelve months of thirty days each and assuming semiannual compounding that, when used in computing the present value as of the date hereof of all unconditionally payable payments of principal, interest (including original issue discount), and fees for qualified guarantees on the Series 2017A Bonds, produces an amount equal to the present value, using the same discount rate, of the Issue Price of the Series 2017A Bonds. In accordance with this calculation, the yield on the Series 2017A Bonds is 2.5731%.

1.2 We have been asked by Bond Counsel to calculate the weighted average maturity of the Series 2017 Bonds in the following manner: divide (a) the sum of the products determined by taking the Issue Price of the Series 2017A Bonds times the number of years from the date hereof to the date of such maturity (treating the mandatory redemption of the Series 2017A Bonds as a maturity), by (b) the aggregate issue price of the Series 2017A Bonds. Based on this calculation, the weighted average maturity of the Series 2017A Bonds is 14.1170 years.

1.3 The above representations are factual in nature, and the undersigned makes no representation as to the legal sufficiency of these factual representations for any purpose.

Witness my hand this 17<sup>th</sup> day of October, 2017.

STIFEL NICOLAUS & COMPANY,  
INCORPORATED

By:   
Title: MANAGING DIRECTOR