

OCONEE COUNTY, GEORGIA
OFFICERS' CERTIFICATE

We, the undersigned, DO HEREBY CERTIFY that we are the duly qualified and acting Chairman and Clerk of the Oconee County, Georgia (the "County"), and WE DO HEREBY FURTHER CERTIFY, as follows:

1. The County is a political subdivision of the State of Georgia, properly created, organized and existing under the Constitution and laws of the said State and has full legal right, power and authority to (i) adopt the resolution, dated March 31, 2020 (the "County Resolution") relating to the Oconee County Industrial Development Authority Taxable Refunding Revenue Bond (Economic Development Projects), Series 2020 (the "Series 2020 Bond"), (ii) execute, deliver and perform its obligations under the Intergovernmental Contract, dated as of May 1, 2020 (the "Contract"), between the County and the Oconee County Industrial Development Authority (the "Authority"), and (iii) carry out the transactions contemplated by the foregoing documents.

2. The County Resolution has been duly adopted, entered into the County's governing body's meeting minutes, and remains in full force and effect as of the date hereof and has not been amended, modified, revoked or rescinded.

3. The County has authorized the execution, delivery and performance of the Contract, including, but not limited to, the payment of Contract Payments as defined therein, and the Contract constitutes a legal, valid and binding obligation of the County.

4. The Series 2020 Bond consists of a single amortizing bond in the principal amount of \$7,790,000, payable in semiannual installments of interest and annual installments of principal with the final payment due on March 1, 2034. The Series 2020 Bond shall bear interest at the rate per annum, and have such other terms as are set out in the form thereof and as set forth in the Bond Resolution adopted by the Authority on April 2, 2020.

5. The representations and warranties contained in the Contract are true and correct in all material respects as of the date hereof. The County has complied with all of the agreements and satisfied all conditions on its part required to be performed or satisfied under the Contract at or prior to the date hereof. No event of default or event which with notice or lapse of time or both would become an event of default under the Contract has occurred and is continuing.

6. There is no action, suit, proceeding, controversy or litigation of any nature pending or, to the best of our knowledge threatened, before or by any court, public board or body (i) in any way affecting or questioning (A) the validity of the Series 2020 Bond or the Contract, (B) the security for the Series 2020 Bond, (C) the proceedings pursuant to which the County Resolution was adopted, (D) the existence of the County, (E) the title of any of the present officers of the County to their respective offices, or (F) the terms and

provisions of the Contract or (ii) wherein an unfavorable decision, ruling or finding would have a material adverse effect on the financial condition of the County.

7. All consents, governmental or otherwise, required to be obtained prior to the date hereof in connection with the execution, delivery and performance of the Contract and the refunding of the Refunded Bonds (as defined in the Bond Resolution) to be financed with the proceeds of the Series 2020 Bond have been obtained; provided, however, no certification is given with respect to any "blue sky" laws.

8. The adoption of the County Resolution, the execution, delivery and performance of the Contract do not and will not in any material respect conflict with or constitute on the part of the County a breach of or a default under any agreement or instrument to which the County is a party or any law, public administrative rule or regulation, court order or consent decree to which the County is subject.

WITNESS our hands and the official seal of Oconee County, Georgia, this 1st day of May, 2020.

OCONEE COUNTY, GEORGIA



By: *J. L. Daniels*
Chairman

By: *Kathy Hines*
Clerk