

STIFEL

Closing Memorandum

To: Distribution List
From: Andrew E. Tritt
Date: October 17, 2016
Subject: Closing and Wire Instructions

\$9,465,000
Walton County Water and Sewerage Authority (Georgia)
Refunding Revenue Bonds
(Oconee-Hard Labor Creek Reservoir Project), Series 2016

Dated Date: October 18, 2016
Delivery Date: October 18, 2016
First Interest Payment: February 1, 2017
First Maturity: February 1, 2017

Sources and Uses of Funds

The table below is a summary of total sources and uses of funds for the Refunding Revenue Bonds (Oconee-Hard Labor Creek Reservoir Project), Series 2016 (the "Series 2016 Bonds").

Sources

| | |
|---------------------------|-------------------------|
| Par Amount | \$ 9,465,000.00 |
| Premium | 1,351,577.45 |
| Sinking Fund | 503,596.42 |
| Debt Service Reserve Fund | 1,410,410.70 |
| Construction Fund | 838,114.57 |
| TOTAL SOURCES: | \$ 13,568,699.14 |

Uses

| | |
|--------------------------|-------------------------|
| Deposit into Escrow Fund | \$ 11,073,802.88 |
| Project Fund | 2,257,740.64 |
| Costs of Issuance | 237,155.62 |
| TOTAL USES: | \$ 13,568,699.14 |

Closing

The closing shall take place on the morning of October 18, 2016 via mail.

A. Delivery of the Series 2016 Bonds

Regions Bank, as Paying Agent and Registrar Agent for the Series 2016, will cause the Series 2015 Bonds to be delivered to Depository Trust Company (DTC) on October 18, 2016 through DTC's Fast Automated Securities Transfer ("FAST") Program.

Depository Trust Company
Underwriting/Interface Department
55 Water Street
First Floor South
New York, New York 10041
Telephone: (212) 855-3752

B. Amount Due at Closing

| | |
|-----------------------------|------------------------|
| Par Amount of Bonds | \$ 9,465,000.00 |
| PLUS Net Premium | 1,351,577.45 |
| LESS Underwriter's Discount | <u>70,987.50</u> |
| NET PROCEEDS | \$10,745,589.95 |

C. Payment for Series 2016 Bond

Wire #1

On the morning of October 18, 2016, Stifel, Nicolaus & Company, Incorporated, shall remit, via a federal reserve wire transfer of \$10,745,589.95 to Regions Bank as Paying Agent and Escrow Agent. This amount, together with funds already on hand, shall fund in full, the 2016 Construction Fund, Cost of Issuance Fund and Escrow Deposit Fund.

AMOUNT: \$10,745,589.95
BANK NAME: Regions Bank (Birmingham, Alabama)
ABA#: 062-005-690
A/C: Wealth Management Operations
A/C#: 0017-54-1387
ATTENTION: Rick Jaegle
REFERENCE: Walton Co. WSA (Oconee-Hard Labor Creek Project), S2016

D. Proclamation of Closing

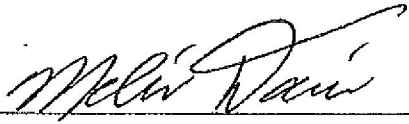
Upon completion of the wire transfer, Gray, Pannell & Woodward, LLP, as bond counsel, will declare the transaction closed.

E. Payment of Costs of Issuance

Upon closing, Regions Bank is instructed to pay costs of issuance as previously arranged by the County. Excess funds after the payment of costs of issuance shall be deposited into the Series 2016 Bonds' Sinking Fund (anticipated amount of \$203.77).

Closing Memo Authorization and Approval on October 17th, 2016:

OCONEE COUNTY (GEORGIA)

By: 

Chairman, Board of Commissioners

Contact List

| <u>Participant</u> | <u>Role</u> | <u>Phone #</u> |
|------------------------------|--|----------------|
| Mr. Melvin Davis | County Chairman | (706) 769-5120 |
| Mr. Jeff Benko | County Administrator | (706) 769-5120 |
| Mr. Wes Geddings | County Finance Director | (706) 769-2944 |
| Mr. Daniel Haygood, Esq. | County Attorney | (706) 310-0001 |
| Mr. Chris Atkinson, Esq. | Issuer's Counsel | (770) 267-3000 |
| Mr. Chip Ferguson, Jr., Esq. | Issuer's Counsel | (770) 267-3000 |
| Mr. Jim Woodward, Esq. | Bond Counsel/Disclosure Counsel | (678) 705-6280 |
| Ms. Allison Dyer, Esq. | Underwriter's Counsel | (404) 817-8521 |
| Mr. John Vian, Esq. | Trustee's Counsel | (404) 815-3543 |
| Mr. Jamie Wilson | Underwriter | (404) 504-2766 |
| Mr. Andrew Tritt | Underwriter | (404) 504-2783 |
| Ms. April Langston | Underwriter's back-office | (334) 384-5100 |
| Mr. Rick Jaegle | Trustee, Paying Agent, Registrar, Escrow Agent | (770) 581-3739 |

Debt Service Requirements for Series 2016 Bonds

| <i>1</i> | <i>2</i> | <i>3</i> | <i>4</i> |
|-------------|------------------|-----------------|---------------------|
| Date | Principal | Interest | Debt Service |
| 2/1/2017 | \$ 100,000 | \$ 113,199.86 | \$ 213,199.86 |
| 2/1/2018 | 465,000 | 393,650.00 | 858,650.00 |
| 2/1/2019 | 475,000 | 384,350.00 | 859,350.00 |
| 2/1/2020 | 490,000 | 370,100.00 | 860,100.00 |
| 2/1/2021 | 515,000 | 350,500.00 | 865,500.00 |
| 2/1/2022 | 530,000 | 329,900.00 | 859,900.00 |
| 2/1/2023 | 560,000 | 303,400.00 | 863,400.00 |
| 2/1/2024 | 585,000 | 275,400.00 | 860,400.00 |
| 2/1/2025 | 615,000 | 246,150.00 | 861,150.00 |
| 2/1/2026 | 645,000 | 215,400.00 | 860,400.00 |
| 2/1/2027 | 375,000 | 183,150.00 | 558,150.00 |
| 2/1/2028 | 25,000 | 164,400.00 | 189,400.00 |
| 2/1/2029 | 25,000 | 163,400.00 | 188,400.00 |
| 2/1/2030 | 25,000 | 162,400.00 | 187,400.00 |
| 2/1/2031 | 25,000 | 161,400.00 | 186,400.00 |
| 2/1/2032 | 30,000 | 160,400.00 | 190,400.00 |
| 2/1/2033 | 30,000 | 159,200.00 | 189,200.00 |
| 2/1/2034 | 30,000 | 158,000.00 | 188,000.00 |
| 2/1/2035 | 30,000 | 156,800.00 | 186,800.00 |
| 2/1/2036 | 1,250,000 | 155,600.00 | 1,405,600.00 |
| 2/1/2037 | 1,295,000 | 105,600.00 | 1,400,600.00 |
| 2/1/2038 | 1,345,000 | 53,800.00 | 1,398,800.00 |
| | \$ 9,465,000.00 | \$ 4,766,199.86 | \$ 14,231,199.86 |