

**EXECUTION, SIGNATURE, NO-LITIGATION
AND OFFICERS' CERTIFICATE**

We, the undersigned, DO HEREBY CERTIFY that we are the duly qualified and acting Chairman and Secretary of the Oconee County Industrial Development Authority (the "Authority"), and that we have executed the Authority's Taxable Refunding Revenue Bond (Economic Development Projects), Series 2020 in the principal amount of \$7,790,000 (the "Series 2020 Bond").

The Series 2020 Bond shall consist 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 Bond Resolution, adopted by the Authority on April 2, 2020 (the "Bond Resolution").

The Series 2020 Bond bears the duly authorized signature of the undersigned Chairman of the Authority and the official seal of the Authority has been impressed thereon and attested by the duly authorized signature of the undersigned Secretary of the Authority.

WE DO HEREBY FURTHER CERTIFY, as follows:

1. The Authority is a public body corporate and politic of the State of Georgia, properly created, organized and existing under the laws of such State and has full legal right, power and authority to (i) adopt the Bond Resolution, authorizing, among other things, the issuance of the Series 2020 Bond, (ii) issue the Series 2020 Bond, (iii) execute, deliver and perform its obligations under the Bond Resolution, the Series 2020 Bond, the Intergovernmental Contract, dated as of May 1, 2020 (the "Contract"), between the Authority and Oconee County, Georgia (the "County"), and the Escrow Deposit Agreement, dated as of May 1, 2020 (the "Escrow Deposit Agreement"), between the County and Regions Bank, Atlanta, Georgia, as escrow agent and paying agent for the Refunded Bonds (as defined in the Bond Resolution), and (iv) carry out the transactions contemplated by the foregoing documents.

2. The Bond Resolution has been duly adopted, entered into the Authority's meeting minutes, and constitutes the legal, valid and binding obligation of the Authority. The Bond Resolution remains in full force and effect as of the date hereof and has not been amended, modified, revoked or rescinded.

3. The Authority has authorized the execution, delivery and performance of the Series 2020 Bond, the Contract and the Escrow Deposit Agreement, and the Series 2020 Bond, the Contract and the Escrow Deposit Agreement constitute the legal, valid and binding obligations of the Authority.

4. The representations and warranties contained in the Bond Resolution, the Contract and the Escrow Deposit Agreement are true and correct in all material respects as

of the date hereof. The Authority has performed all of its obligations and satisfied all conditions on its part required to be performed or satisfied under the Bond Resolution, the Contract or the Escrow Deposit Agreement 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 Bond Resolution, the Contract or the Escrow Deposit Agreement has occurred and is continuing. The Series 2020 Bond, as executed by the Authority, is in the form or in substantially the form approved in the Bond Resolution.

5. 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, the Contract or the Escrow Deposit Agreement, (B) the security for the Series 2020 Bond, (C) the proceedings pursuant to which the Series 2020 Bond is issued, including the Bond Resolution, (D) the existence of the Authority, (E) the title of any of the present officers of the Authority to their respective offices, or (F) the terms and provisions of the Bond Resolution, the Series 2020 Bond, the Contract or the Escrow Deposit Agreement or (ii) wherein an unfavorable decision, ruling or finding would have a material adverse effect on the financial condition of the Authority.

6. There has not been any material adverse change in the properties, financial position or results of operations of the Authority, whether or not arising from transactions in the ordinary course of business.

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 Series 2020 Bond, the Contract and the Escrow Deposit Agreement and the refunding of the Refunded Bonds have been obtained; provided, however, no certification is given with respect to any "blue sky" laws.

8. The adoption of the Bond Resolution and the execution, delivery and performance of the Series 2020 Bond, the Contract and the Escrow Deposit Agreement do not and will not in any material respect conflict with or constitute on the part of the Authority a breach of or a default under any agreement or instrument to which the Authority is a party or any law, public administrative rule or regulation, court order or consent decree to which the Authority is subject.

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

**OCONEE COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY**

By: 
Chairman

(SEAL)

By: 
Secretary




GEORGIA, OCONEE COUNTY

I, the undersigned Clerk of the Superior Court of Oconee, Georgia, DO HEREBY CERTIFY that I did officially affix my manual signature to the certificate of validation endorsed upon the above-described Bond and DO FURTHER CERTIFY that in the matter of the proceeding to validate said Bond, in the case of the STATE OF GEORGIA, Plaintiff v. OCONEE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY and OCONEE COUNTY, GEORGIA, Defendants, being numbered Civil Action File No. 2020 CV 107 H, in the Oconee County Superior Court, that there were no proceedings had or papers filed other than the petition and complaint, rule nisi, acknowledgments of service, answers and judgment of validation; and, in particular, that no citizen, taxpayer or resident of the Oconee County, Georgia or other person intervened or in any way became a party to said proceeding; that the judgment of validation was entered on April 23, 2020; and that there has not been any notice of appeal or appeal filed in said case or to said judgment, or any proceeding of any kind questioning or appealing said judgment.

WITNESS my hand and official seal, this 1st day of May, 2020.

(SEAL)


Clerk, Superior Court,
Oconee County, Georgia

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