

OFFICER'S CERTIFICATE OF TRUSTEE

The undersigned, on behalf of Regions Bank, a state banking corporation (the "Bank"), HEREBY CERTIFIES in connection with the issuance by the Walton County Water and Sewerage Authority (the "Authority") of its \$9,465,000 in aggregate principal amount of Revenue Bonds (Oconee-Hard Labor Creek Reservoir Project), Series 2016 (the "Bonds") as follows:

(1) The Bank is a state banking corporation duly organized and existing under the laws of the State of Alabama.

(2) The Trust Indenture, dated as of April 1, 2008 (the "Original Indenture"), as supplemented by a First Supplemental Trust Indenture, dated as of April 1, 2008 (the "First Supplemental Indenture"), as supplemented by a Second Supplemental Trust Indenture, dated as of July 1, 2015 (the "Second Supplemental Indenture"), and as supplemented by a Third Supplemental Trust Indenture, dated as of October 1, 2016 (the "Third Supplemental Indenture" and, together with the Original Indenture, the First Supplemental Indenture, and the Second Supplemental Indenture, the "Indenture"), each between the Authority and the Bank, has been duly executed and delivered to the Bank. The Third Supplemental Indenture was executed on behalf of the Bank by

Name

Rick Jaegle

Specimen Signature



who, at the time of affixing his or her signature, was and still in an officer of the Bank as indicated by the title under his or her signature, and such officer was and is duly authorized to execute, attest and deliver the Indenture and to accept the trusts contained therein on behalf of the Bank, and the signature set forth above is such person's genuine signature.

(3) Under the applicable laws of the State of Alabama, the Bank is authorized and qualified to execute, deliver and perform its obligations under, and to accept the trusts imposed by the Indenture.

(4) The Bank has received the Bonds from the Authority in the form of a fully registered bond for each maturity, together with the documents specified in Section 2.7 of the Original Indenture, and will insert the date on such Bond registered to Cede & Co., as nominee of The Depository Trust Company ("DTC") and authenticate such Bonds and to hold such Bonds on behalf of DTC, upon receipt of the sum of \$10,745,589.95 (representing the aggregate principal amount of the Bonds of \$9,465,000, plus a net original issue premium of \$1,351,577.45, less an underwriter's discount of \$70,987.50).

(5) To the best of my knowledge, no litigation is pending or threatened, or in any way contesting or affecting the existence or powers (including trust powers) of the Bank of the ability of the Bank to fulfill its duties or obligations under the Indenture.

(6) The proceeds from the sale of the Bonds have been deposited as provided in the Third Supplemental Indenture and the Escrow Deposit Agreement, dated as of October 18, 2016, between the Authority and the Bank, as trustee and as escrow agent.

(7) The Bonds were authenticated on behalf of the Bank by an officer or employee of the Bank who, at the time of such authentication, was and is now authorized to authenticate the Bonds on behalf of the Bank.

(8) The Bank hereby accepts the duties imposed on the Bank under the Indenture, and does hereby agree particularly (i) to hold all sums held by it, for the payment of the principal of or interest on the Bonds in trust for the benefit for the holders of the Bonds until such sums shall be paid to such holders of the Bonds or otherwise disposed of as provided in the Indenture; (ii) to perform its obligations under the Indenture; (iii) to keep such books and records relating to its duties as shall be consistent with the prudent industry practice and to make such books and records available for inspection by the Authority at all reasonable times. The Bank is a bank or trust company duly organized under the laws of the United States of America or a state therein having reported capital and surplus of not less than \$50,000,000 and rated Baa3/Prime-2 or better by Moody's Investors Service, Inc., and the Bank is authorized by law to perform all the duties imposed upon it by the Indenture. The office of the Bank for purposes of the Indenture is located at 1180 West Peachtree Street, Suite 1200, Atlanta, Georgia 30309.

GIVEN this 18th day of October, 2016.

REGIONS BANK, as trustee

By: 
Title: Vice President