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May 1, 2020

Board of Commissioners of Oconee County  
Watkinsville, Georgia

JPMorgan Chase Bank, NA  
Atlanta, Georgia

Stifel Nicolaus & Company, Inc.  
Atlanta, Georgia

Regions Bank  
Atlanta, Georgia

Gray Pannell & Woodward LLP  
Athens, Georgia

Re: \$8,210,000 Oconee County, Georgia General Obligation Taxable Refunding  
Bond (Recreation Project), Series 2020

To the Addressees:

I have acted as counsel to Oconee County, Georgia (the "County") in connection with the issuance by the County of its General Obligation Taxable Refunding Bond (Recreation Project), Series 2020, in the original principal amount of \$8,210,000 (the "Series 2020 Bond"). In this capacity, I have examined such matters of law, documents, instruments and proceedings of the County as I have considered necessary to render the opinions set forth below, including but not limited to the following:

(i) the Bond Resolution of the County adopted by the Board of Commissioners of the County (the "Board") on March 31, 2020 (the "Bond Resolution") authorizing, among other things, the issuance and delivery of the Series 2020 Bond;

(ii) the Bond Placement Agreement, dated April 1, 2020 (the "Bond Placement Agreement"), between the County and Stifel Nicolaus & Company, Inc., as placement agent;

(iii) the Escrow Deposit Agreement, dated as of May 1, 2020 (the "Escrow Deposit Agreement"), between the County and Regions Bank, as escrow agent and as paying agent for the Refunded Bonds (as defined herein);

(iv) a certified copy of the transcript of the validation proceeding concluded in the Superior Court of Oconee County, Georgia, relating to the Series 2020 Bond; and

(v) specimen copy of the Series 2020 Bond.

I have also examined and relied upon the original, certified, conformed or photographic copies of such other documents, records, agreements and certificates as I have considered necessary or appropriate to enable us to render the opinions expressed herein. In all such examinations, I have assumed the genuineness of signatures on original documents and the conformity to original documents of all copies submitted to me as certified, conformed or photographic copies, and as to certificates of public officials, I have assumed the same to have been properly given and to be accurate.

Based on the foregoing, I am of the opinion that as of this date:

(1) The County is a political subdivision of the State of Georgia, duly created and validly existing with full power and authority to (i) adopt the Bond Resolution; (ii) execute, deliver and perform its obligations under the Series 2020 Bond; (iii) execute, deliver and perform its obligations under the Bond Placement Agreement and the Escrow Deposit Agreement (together, the "County Documents"); (iv) carry out and consummate all of the transactions contemplated on its part by the County Documents; (v) refund the Oconee County, Georgia General Obligation Bonds (Recreation Project), Series 2011A, (the "Refunded Bonds"); (vi) levy and collect an ad valorem tax to pay the Series 2020 Bond and (vii) pledge the proceeds of the ad valorem tax to the payment of the Series 2020 Bond.

(2) The Bond Resolution has been duly adopted and constitutes the legal, valid and binding general obligation of the County.

(3) The County has authorized the execution, delivery and performance of the Series 2020 Bond and the County Documents. The Series 2020 Bond is a valid and binding general obligation of the County, enforceable against the County, payable from an ad valorem tax, without limitation as to rate or amount levied on all property, including real property, in the County subject to taxation for general obligation bond purposes. The County Documents constitute the legal, valid and binding obligations of the County, enforceable against the County.

(4) The Board has levied on all property, including real property, in the County subject to taxation for general obligation bond purposes an ad valorem tax, without limitation as to rate or amount, as may be necessary to pay the principal of and interest on the Series 2020 Bond as the same becomes due and payable.

(5) The Series 2020 Bond has been duly confirmed and validated by the judgment of the Superior Court of Oconee County, and no appeals are pending with respect to such decree of validation.

(6) No litigation of any kind is now pending or to the best of our knowledge threatened (either in state or federal courts), (i) attempting to limit, enjoin or otherwise restrict or prevent the County from (A) issuing the Series 2020 Bond, (B) levying or

collecting the ad valorem tax to pay the Series 2020 Bond, (C) refunding the Refunded Bonds, or (D) functioning; (ii) contesting or questioning the existence of the County or the titles of the present officers of the County to their offices; or (iii) wherein an unfavorable decision, ruling or finding would (A) adversely affect the enforceability of the Bond Resolution, the Series 2020 Bond, the County Documents or any agreement or instrument to which the County is a party and which is used or contemplated for use in the consummation of the transactions contemplated by the County Documents; or (B) materially adversely affect the (1) financial condition or results of operations of the County; (2) powers of the County; (3) transactions contemplated on the part of the County by the County Documents; or (4) security for the Series 2020 Bond.

(7) The adoption of the Bond Resolution, the execution, delivery and performance by the County of the Series 2020 Bond, the County Documents and the other documents contemplated by the County Documents, the consummation of all of the transactions contemplated on the part of the County by the County Documents, the refunding of the Refunded Bonds, and the levy and collection of an ad valorem tax to pay the Series 2020 Bond will not conflict with or constitute on the part of the County a violation of, breach of or default under (i) any constitutional provision, statute, indenture, mortgage, lease, resolution, note agreement or other agreement or instrument to which the County is a party or by which the County is bound; or (ii) any order, rule or regulation of any court or governmental agency or body having jurisdiction over the County or any of its properties.

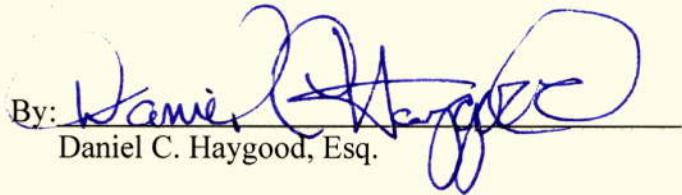
(8) All consents, approvals, authorizations and orders of governmental or regulatory authorities, if any, that are required to be obtained by the County as of this date in connection with the (i) adoption of the Bond Resolution; (ii) issuance, execution, delivery and performance of the Series 2020 Bond; (iii) execution, delivery and performance of the County Documents; (iv) consummation of all of the transactions contemplated on the part of the County by the County Documents; and (v) refunding of the Refunded Bonds; (vi) levy and collection of an ad valorem tax to pay the Series 2020 Bond, have been, or will have been as of the date hereof, duly obtained and remain in full force and effect, except that no representation is made as to compliance with any applicable state securities or "blue sky" laws.

(9) To the best of my knowledge, the County has not been, and is not as of the date hereof, in default in the payment of the principal of, redemption premium, if any, or interest on any indebtedness of the County.

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The enforceability of the Bond Resolution, the Series 2020 Bond and the County Documents may be limited or affected by bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting the enforcement of creditors' rights generally or principles of equity applicable to the availability of specific performance or other equitable relief.

Very truly yours,

By:   
Daniel C. Haygood, Esq.

DH/lm