

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 \$16,000,000 in aggregate principal amount of Oconee County Industrial Development Authority Taxable Revenue Bonds (Economic Development Project), Series 2022 (the "Series 2022 Bonds").

The Series 2022 Bonds are issuable in the denomination of \$5,000 or any integral multiple thereof, and bear interest at the rates per annum set forth in the Trust Indenture, dated as of February 8, 2022, between the Authority and Regions Bank, as trustee (the "Indenture"), payable September 1, 2022 and semiannually thereafter on the 1st days of March and September in each year with the principal maturing on the 1st day of March as set forth in the Indenture.

Each of the Series 2022 Bonds 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 said State and has full legal right, power and authority to (i) adopt the resolution, dated August 24, 2021, as supplemented on January 28, 2022 (collectively, the "Bond Resolution") authorizing, among other things, the issuance of the Series 2022 Bonds, (ii) issue the Series 2022 Bonds, (iii) execute, deliver and perform its obligations under the Bond Resolution, the Series 2022 Bonds, the Indenture, the Intergovernmental Contract, dated as of February 8, 2022 (the "Intergovernmental Contract"), between the Authority and Oconee County, Georgia (the "County") and the Bond Purchase Agreement, dated January 28, 2022 (the "Bond Purchase Agreement"), among the Authority, the County and Stifel, Nicolaus & Company, Incorporated, as underwriter (the "Underwriter"), (iv) execute and deliver the Official Statement, dated January 28, 2022 (the "Official Statement") relating to the Series 2022 Bonds, and (v) carry out the transactions contemplated by the foregoing documents.

2. The Bond Resolution has been duly adopted 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. The Authority has duly authorized all actions required to be taken by it for the (i) issuance, execution, delivery and due performance of the Series 2022 Bonds; (ii) execution, delivery and due performance of the Indenture, the Intergovernmental Contract and the Bond Purchase Agreement; (iii) execution and delivery of the Official Statement; and (iv) execution, delivery and performance of any and all such other

agreements and documents as may be required to be executed, delivered, or performed by the Authority in order to carry out, give effect to and consummate the transactions contemplated on its part hereby and by each of the aforementioned documents.

3. The Authority has authorized the authentication of the Series 2022 Bonds and the execution, delivery and performance of the Series 2022 Bonds, the Indenture, the Bond Purchase Agreement, and the Intergovernmental Contract, and the Series 2022 Bonds, the Indenture, the Bond Purchase Agreement, the Official Statement and the Intergovernmental Contract constitute the legal, valid and binding obligations of the Authority.

4. The Authority has approved the execution, delivery and use of the Official Statement and has ratified the preparation and use of the Preliminary Official Statement, dated January 14, 2022, with respect to the Series 2022 Bonds. The information in the Official Statement is true, complete and correct in all material respects as of the date hereof, and the Official Statement does not contain any untrue statement of a material fact or omit to state any material fact which should be included therein for the purpose for which the Official Statement was or is to be used, or which is necessary in order to make the statements contained therein, in light of the circumstances under which they were made, not misleading.

5. The representations and warranties contained in the Bond Resolution, the Indenture, the Bond Purchase Agreement and the Intergovernmental Contract 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 Indenture, the Bond Purchase Agreement and the Intergovernmental 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 Bond Resolution, the Indenture, the Bond Purchase Agreement or the Intergovernmental Contract has occurred and is continuing. The Series 2022 Bonds, as executed by the Authority, are in the form or in substantially the form included in the Indenture and approved by the Bond Resolution.

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 2022 Bonds, the Indenture, the Bond Purchase Agreement or the Intergovernmental Contract, (B) the security for the Series 2022 Bonds, (C) the proceedings pursuant to which the Series 2022 Bonds are 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 Indenture, the Bond Purchase Agreement, the Series 2022 Bonds, the Intergovernmental Contract or the Official Statement or (ii) wherein an unfavorable decision, ruling or finding would have a material adverse effect on the financial condition of the Authority.

7. 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, other than as set forth in the Official Statement.

8. 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 2022 Bonds, the Indenture, the Bond Purchase Agreement and the Intergovernmental Contract have been obtained; provided, however, no certification is given with respect to any “blue sky” laws.

9. The adoption of the Bond Resolution, the execution, delivery and performance of the Series 2022 Bonds, the Indenture, the Bond Purchase Agreement and the Intergovernmental Contract, and the execution, delivery and use of the Official Statement 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.

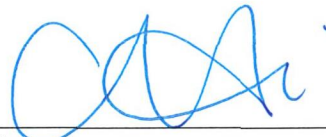
10. No event has occurred which would permit the Underwriter not to be required to purchase the Series 2022 Bonds on the date hereof. There has been no material change in or affecting the Series 2022 Bonds (including, without limitation, the security for the Series 2022 Bonds) or the financing documents relating to the Series 2022 Bonds or the Official Statement to be executed and delivered in connection with the issuance and sale of the Series 2022 Bonds.

WITNESS our hands and the official seal of the Oconee County Industrial Development Authority, this 8th day of February, 2022.

OCONEE COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY



By: 
Chairman

By: 
Secretary

GEORGIA, OCONEE COUNTY

I, the undersigned Clerk of the Superior Court of Oconee County, Georgia, DO HEREBY CERTIFY that I did officially affix my manual signature to the certificate of validation endorsed upon each of the above-described Series 2022 Bonds and DO FURTHER CERTIFY that in the matter of the proceeding to validate said Series 2022 Bonds, 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. SUCV2021000264, 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 September 20, 2021; 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 8th day of February, 2022.



Clerk, Superior Court,
Oconee County, Georgia

(SEAL)



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