

OCONEE COUNTY, GEORGIA
OFFICERS' CERTIFICATE

We, the undersigned, DO HEREBY CERTIFY that we are the duly qualified and acting Chairman and Clerk of the Board of Commissioners of Oconee County, Georgia (the "County"), and WE DO HEREBY FURTHER CERTIFY, as follows:

1. The County is a political subdivision of the State of Georgia, properly created, organized and existing under the Constitution and laws of the said State and has full legal right, power and authority to (i) adopt the resolution on August 24, 2021, as supplemented on January 28, 2022 (collectively, the "Resolution") relating to the Oconee County Industrial Development Authority Taxable Revenue Bonds (Economic Development Project), Series 2022 (the "Series 2022 Bonds"), (ii) execute, deliver and perform its obligations under the Bond Purchase Agreement, dated January 28, 2022 (the "Bond Purchase Agreement"), among the County, the Oconee County Industrial Development Authority (the "Authority") and Stifel, Nicolaus & Company, Incorporated, as underwriter (the "Underwriter"), the Intergovernmental Contract, dated as of February 8, 2022 (the "Intergovernmental Contract"), between the County and the Authority, and the Continuing Disclosure Undertaking, dated February 8, 2022 (the "Disclosure Certificate"), (iii) execute and deliver the Official Statement, dated January 28, 2022 (the "Official Statement"), relating to the Series 2022 Bonds, and (iv) carry out the transactions contemplated by the foregoing documents.

2. The Resolution has been duly adopted and remains in full force and effect as of the date hereof and has not been amended, modified, revoked or rescinded.

3. The County has authorized the execution, delivery and performance of the Bond Purchase Agreement, the Intergovernmental Contract and the Disclosure Certificate and the Bond Purchase Agreement, the Intergovernmental Contract and the Disclosure Certificate constitute the legal, valid and binding obligations of the County.

4. The County 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 Purchase Agreement and the Intergovernmental Contract are true and correct in all material respects as of the date hereof. The County has complied with all of the agreements and satisfied all conditions on its part required to be performed or satisfied under 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 Intergovernmental Contract or the Bond Purchase Agreement has occurred and is continuing.

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 Bond Purchase Agreement or the Intergovernmental Contract, (B) the security for the Series 2022 Bonds, (C) the proceedings pursuant to which the Resolution was adopted, (D) the existence of the County, (E) the title of any of the present officers of the County to their respective offices or (F) the terms and provisions of the Bond Purchase Agreement, 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 County.

7. Since June 30, 2021, the County has not incurred any material liabilities other than in the ordinary course of business or as set forth in or contemplated by the Official Statement. Since the date of the Bond Purchase Agreement, no material and adverse change has occurred in the financial position of the County.

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 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 Resolution, the execution, delivery and performance of the Bond Purchase Agreement, the Intergovernmental Contract and the Disclosure Certificate 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 County a breach of or a default under any agreement or instrument to which the County is a party or any law, public administrative rule or regulation, court order or consent decree to which the County 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 Oconee County, Georgia, this 8th day of February, 2022.

OCONEE COUNTY, GEORGIA



By: *J. Daniels*
Chairman

By: *Robert Stephenson*
Clerk