

**GRAY PANNELL & WOODWARD**  
*Attorneys at Law*

323 East Congress Street  
Savannah, GA 31401  
(912) 443-4040

191 Peachtree Tower  
191 Peachtree Road, N.E., Suite 3280  
Atlanta, GA 30303  
(404) 480-8899

336 Hill Street  
Athens, Georgia 30601  
(706) 510-1550

gpwlawfirm.com

February 8, 2022

Oconee Industrial Development Authority  
Watkinsville, Georgia

Oconee County, Georgia  
Watkinsville, Georgia

Regions Bank  
Atlanta, Georgia

Re: \$16,000,000 Oconee County Industrial Development Authority Taxable Revenue  
Bonds (Economic Development Project), Series 2022

Ladies and Gentlemen:

We have acted as Bond Counsel in connection with the issuance of the above-referenced bonds (the "Bonds"). We have examined the Official Statement of Oconee County Industrial Development Authority, Georgia, dated January 28, 2022 (the "Official Statement"), relating to the Bonds, and such other documents, records, agreements and certificates as we have considered necessary or appropriate to enable us to render the opinions expressed herein. In all such examinations, we have assumed the genuineness of signatures on original documents and the conformity to original documents of all copies submitted to us as certified, conformed or photographic copies, and as to certificates of public officials, we have assumed the same to have been properly given and to be accurate. Terms used and not otherwise defined herein shall have the meaning set forth in the Official Statement.

Based upon such examinations and premises above referred to, we are of the opinion that as of this date:

(1) No registration of the Bonds under the Securities Act of 1933, as amended, and no qualification of the Indenture under the Trust Indenture Act of 1939, as amended, is required in connection with sale of the Bonds to the public.

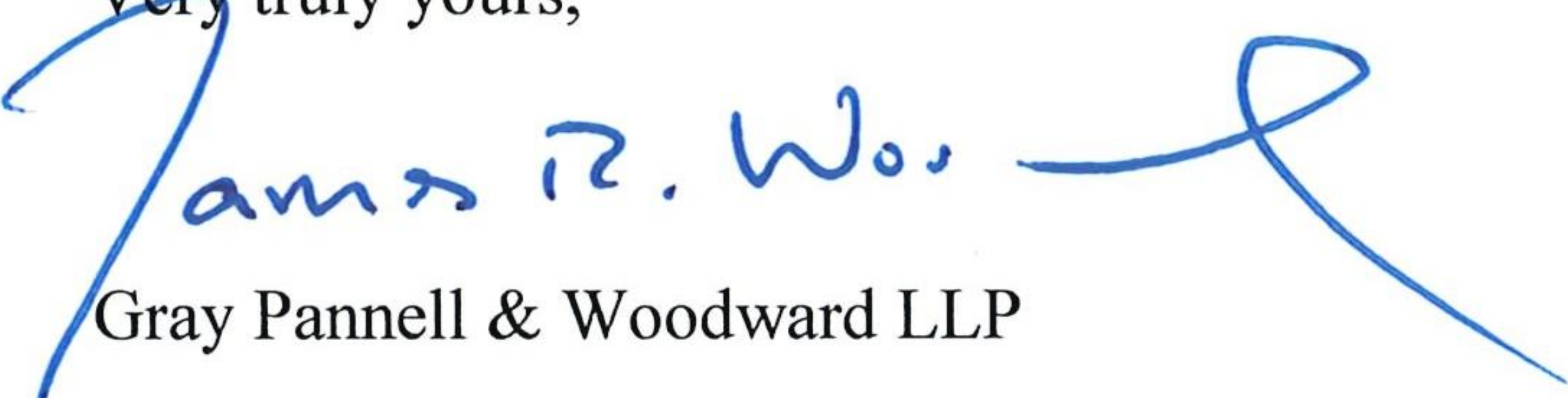


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(2) We have reviewed the portions of the Official Statement appearing under the captions “DESCRIPTION OF THE SERIES 2022 BONDS” (except the information under the heading “- Book-Entry System of Registration”); “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2022 BONDS”; “LEGAL MATTERS – Validation Proceedings and Approving Opinions”; “TAX MATTERS” and Appendices B and C attached to the Official Statement and are of the opinion that the statements made under such captions fairly summarize the matters purported to be summarized therein. In our capacity as Bond Counsel in connection with the issuance of the Bonds, we express no further opinion regarding the accuracy of the Official Statement or its sufficiency for any purpose.

Very truly yours,

A handwritten signature in blue ink, appearing to read "James R. Woodward", with a large, stylized flourish extending to the right.

Gray Pannell & Woodward LLP