


GRAY PANNELL & WOODWARD
Attorneys at Law LLP

347 West Hancock Avenue, Suite 100
Athens, GA 30601
(706) 510-1550

August 10, 2021

Oconee County, Georgia
Watkinsville, Georgia

Stifel Nicolaus & Company, Incorporated
Atlanta, Georgia

Regions Bank, as Paying Agent
Atlanta, Georgia

Re: \$12,500,000 Oconee County, Georgia General Obligation Bonds, Series 2021

To the Addressees:

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, Georgia (the "County"), dated August 3, 2021 (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 Bond Resolution under the Trust Indenture Act of 1939, as amended, is required in connection with sale of the Bonds to the public.
- (2) We have reviewed the portions of the Official Statement appearing under


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the captions "THE SERIES 2021 BONDS" (except under the heading "- Security and Sources of Payment for the Series 2021 Bonds" and the information under the heading "- Book-Entry System of Registration"); "LEGAL MATTERS "- Tax Matters", - "Original Issue Discount", - "Premium Bonds" and "- Validation Proceedings" and Appendix A 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,

GRAY PANNELL & WOODWARD LLP

By: James R. Wool 
A Partner