

RESOLUTION OF THE BOARD OF COMMISSIONERS OF WALTON COUNTY, GEORGIA AUTHORIZING THE APPROVAL AND EXECUTION OF A SECOND SUPPLEMENT TO AN INTERGOVERNMENTAL CONTRACT BY THE WALTON COUNTY WATER AND SEWERAGE AUTHORITY WITH OCONEE COUNTY, GEORGIA RELATING TO THE HARD LABOR CREEK RESERVOIR PROJECT; AND FOR OTHER PURPOSES.

WHEREAS, pursuant to a resolution of the Walton County Water and Sewerage Authority (the "Authority"), adopted on September 25, 2007, as supplemented on March 25, 2008 (collectively, the "Original Bond Resolution"), the Authority issued its Walton County Water and Sewerage Authority Revenue Bonds (Oconee - Hard Labor Creek Reservoir Project), Series 2008 in the aggregate principal amount of \$19,535,000 (the "Oconee Series 2008 Bonds") for the purpose of (i) financing or refinancing a portion of the cost of the acquisition, construction, and equipping of a new reservoir and related treatment, pumping and other facilities and other related facilities, including piping (the "Reservoir Project"); (ii) paying capitalized interest on the Oconee Series 2008 Bonds; (iii) financing a debt service reserve; and (iv) paying all or a portion of the costs of issuance of the Oconee Series 2008 Bonds, including a bond insurance premium; and

WHEREAS, Oconee County, Georgia ("Oconee County") and the Authority have previously entered into an Intergovernmental Contract – Hard Labor Creek Reservoir Project, dated as of October 1, 2007, as supplemented by a First Supplement to Intergovernmental Contract – Hard Labor Creek Reservoir Project, dated April 1, 2008 (collectively, the "Original Oconee Contract"), pursuant to which the Authority agreed to provide, or cause to be provided, certain water and sewerage facilities and services to Oconee County, and Oconee County has agreed, subject to the terms of the Original Oconee Contract, as supplemented, to pay amounts to the Authority, or its assignee, which will be sufficient to pay amounts due on, among other obligations, the Oconee Series 2008 Bonds, and which amounts will be pledged to secure the payment of the Oconee Series 2008 Bonds; and

WHEREAS, pursuant to a resolution of the Board of Commissioners of Walton County, Georgia (the "Board"), adopted on October 2, 2007, the Board consented to and approved the Authority proceeding with the issuance of the Oconee Series 2008 Bonds and the execution, delivery and performance of the Original Oconee Contract and all documents and proceedings related thereto; and

WHEREAS, the Authority, in order to achieve interest cost savings, proposes to issue its Refunding Revenue Bonds (Oconee – Hard Labor Creek Reservoir Project), Series 2015, in the aggregate principal amount of \$8,425,000 (the "Oconee Series 2015 Bonds"), for the purpose of providing funds to (i) refund a portion of the Authority's Revenue Bonds (Oconee – Hard Labor Creek Reservoir Project), Series 2008 (the "Series 2008 Bonds"), maturing on February 1, 2028, in the aggregate principal amount of \$1,120,000 and subject to sinking fund redemption on February 1 in the years 2027 (in part) and 2028, and maturing on February 1, 2038, in the aggregate principal amount of \$7,020,000 and subject to mandatory sinking fund redemption on

February 1 in the years 2029 through 2035, inclusive (the “Refunded Bonds”) and (ii) pay the costs of issuing the Oconee Series 2015 Bonds; and

WHEREAS, the Authority proposes to enter into a Second Supplement to Intergovernmental Contract – Hard Labor Creek Reservoir Project, dated as of July 1, 2015 (the “Oconee Second Supplement” and, together with the Original Oconee Contract, the “Oconee Contract”) to identify the Series 2015 Bonds as secured by the Original Oconee Contract with all the rights, benefits and securities granted thereunder and to provide for other related matters; and

WHEREAS, the Authority has recommended to Walton County, Georgia (the “County”) that the County approve and ratify the execution and delivery of the Oconee Second Supplement; and

WHEREAS, after study and consideration of such recommendation, the County proposes to approve the execution and delivery of the such Oconee Second Supplement, the Authority’s proceeding with the issuance of the Oconee Series 2015 Bonds, and other related matters; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF WALTON COUNTY AS FOLLOWS:

Section 1. Consent to Authority Action Relating to Reservoir Project. The County hereby consents to and approves the Authority proceeding with the issuance of the Oconee Series 2015 Bonds and all documents and proceedings related thereto.

Section 2. Consent to Authority Entering Into Oconee Second Supplement. The County hereby consents to, and approves, the execution, delivery and performance of the Oconee Second Supplement by the Authority.

Section 3. Section 265(b)(3) Allocation. The Board hereby finds and acknowledges that residents within Oconee County utilize 100% of the portion of the Reservoir Project being refinanced with the proceeds of the Oconee Series 2015 Bonds and that for purposes of Section 265(b)(3)(C)(iii) and 148(f)(4)(D)(iv) of the Internal Revenue Code of 1986, one hundred percent (100%) of the principal amount of the Oconee Series 2015 Bonds shall be irrevocably allocated to Oconee County.

Section 4. Additional Actions. From and after the date of adoption of this resolution, the Chairman and Clerk or Assistant Clerk of the Board of Commissioners are hereby authorized and empowered to take such other actions and to execute for and on behalf of the County all such agreements, certificates, affidavits and other documents as may be necessary or desirable in connection with the effectuation of the matters and actions approved by, or contemplated by, this Resolution.

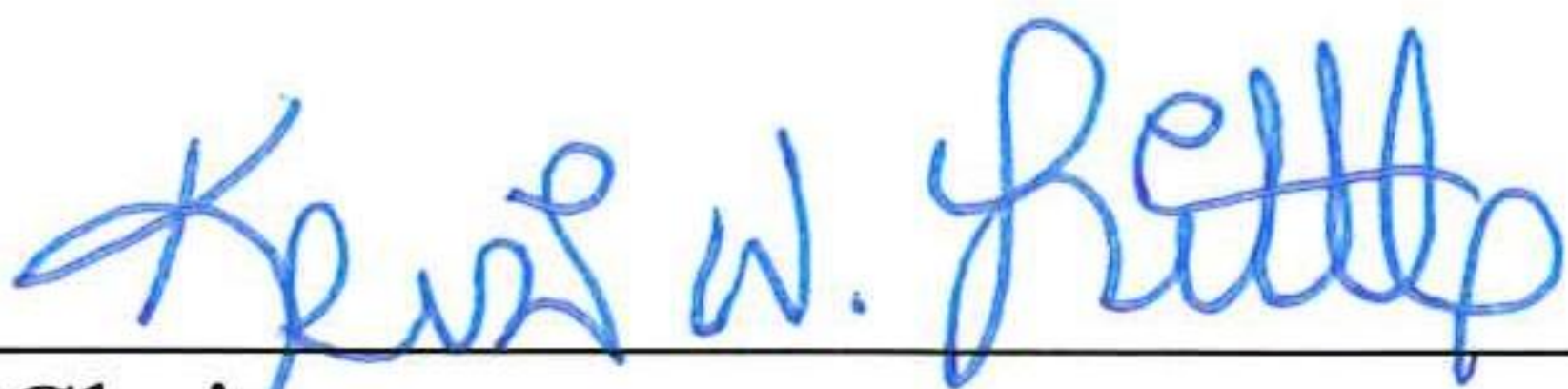
Section 5. Repealing Clause. All resolutions or parts thereof of the Board in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 6. Effective Date. This Resolution shall take effect immediately upon its adoption.

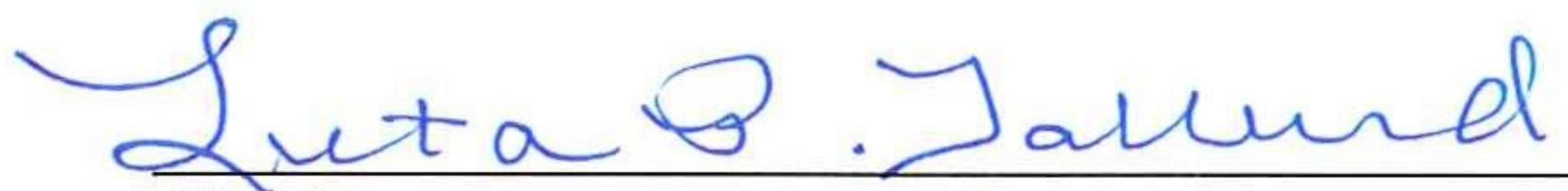
Adopted this 7th day of July, 2015.

BOARD OF COMMISSIONERS OF WALTON
COUNTY

(SEAL)

By: 
Chairman

Attest:


Clerk

CLERK'S CERTIFICATE

I, the undersigned Clerk of the Board of Commissioners of Walton County, DO HEREBY CERTIFY that the foregoing pages of typewritten matters constitute a true and correct copy of a resolution of the Board of Commissioners of Walton County duly adopted on July 7, 2015, at a meeting which was duly called and assembled and open to the public and at which a quorum was present and acting throughout, and that the original of such resolution appears of record in the Minute Book of the Board of Commissioners which is in my custody and control.

GIVEN under my hand and seal of Walton County, this 7th day of July, 2015.



Clerk, Board of Commissioners of Walton County

(SEAL)