

OFFICER'S CERTIFICATE OF TRUSTEE

The undersigned, on behalf of Regions Bank, a state banking corporation (the "Bank"), HEREBY CERTIFIES in connection with the issuance by the Walton County Water and Sewerage Authority (the "Authority") of its \$12,495,000 in aggregate principal amount of Revenue Bonds (Oconee-Hard Labor Creek Reservoir Project), Series 2023 (the "Bonds") as follows:

(1) The Bank is a state banking corporation duly organized and existing under the laws of the State of Alabama.

(2) The Trust Indenture, dated as of April 1, 2008 (the "Original Indenture"), as supplemented by a First Supplemental Trust Indenture, dated as of April 1, 2008 (the "First Supplemental Indenture"), as supplemented by a Second Supplemental Trust Indenture, dated as of July 1, 2015 (the "Second Supplemental Indenture"), as supplemented by a Third Supplemental Trust Indenture, dated as of October 1, 2016 (the "Third Supplemental Indenture") and as supplemented by a Fourth Supplemental Trust Indenture, dated as of August 1, 2023 (the "Fourth Supplemental Indenture" and, together with the Original Indenture, the First Supplemental Indenture, the Second Supplemental Indenture, and the Third Supplemental Indenture, the "Indenture"), each between the Authority and the Bank, has been duly executed and delivered to the Bank. The Fourth Supplemental Indenture was executed on behalf of the Bank by

<u>Name</u>	<u>Specimen Signature</u>
Vanessa Williams	

who, at the time of affixing his or her signature, was and still in an officer of the Bank as indicated by the title under his or her signature, and such officer was and is duly authorized to execute, attest and deliver the Indenture and to accept the trusts contained therein on behalf of the Bank, and the signature set forth above is such person's genuine signature.

(3) Under the applicable laws of the State of Alabama, the Bank is authorized and qualified to execute, deliver and perform its obligations under, and to accept the trusts imposed by the Indenture.

(4) The Bank has received the Bonds from the Authority in the form of a fully registered bond for each maturity, together with the documents specified in Section 2.7 of the Original Indenture, and will insert the date on such Bond registered to Cede & Co., as nominee of The Depository Trust Company ("DTC") and authenticate such Bonds and to hold such Bonds on behalf of DTC, upon receipt of the sum of \$12,212,011.05 (representing the aggregate principal amount of the Bonds of \$12,495,000, less original issue discount of \$189,276.45, less an underwriter's discount of \$93,712.50).

(5) To the best of my knowledge, no litigation is pending or threatened, or in any way

contesting or affecting the existence or powers (including trust powers) of the Bank of the ability of the Bank to fulfill its duties or obligations under the Indenture.

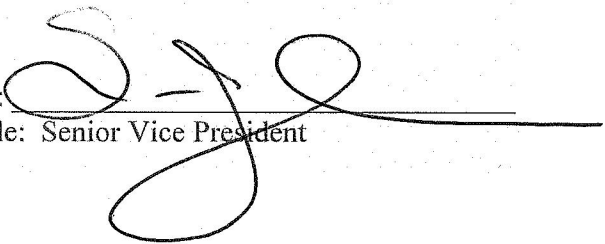
(6) The proceeds from the sale of the Bonds have been deposited as provided in the Fourth Supplemental Indenture.

(7) The Bonds were authenticated on behalf of the Bank by an officer or employee of the Bank who, at the time of such authentication, was and is now authorized to authenticate the Bonds on behalf of the Bank.

(8) The Bank hereby accepts the duties imposed on the Bank under the Indenture, and does hereby agree particularly (i) to hold all sums held by it, for the payment of the principal of or interest on the Bonds in trust for the benefit for the holders of the Bonds until such sums shall be paid to such holders of the Bonds or otherwise disposed of as provided in the Indenture; (ii) to perform its obligations under the Indenture; (iii) to keep such books and records relating to its duties as shall be consistent with the prudent industry practice and to make such books and records available for inspection by the Authority at all reasonable times. The Bank is a bank or trust company duly organized under the laws of the United States of America or a state therein having reported capital and surplus of not less than \$50,000,000 and rated Baa3/Prime-2 or better by Moody's Investors Service, Inc., and the Bank is authorized by law to perform all the duties imposed upon it by the Indenture. The office of the Bank for purposes of the Indenture is located at 1180 West Peachtree Street, Suite 1200, Atlanta, Georgia 30309.

GIVEN this 10th day of August, 2023.

REGIONS BANK, as trustee

By: 
Title: Senior Vice President



ASSISTANT SECRETARY CERTIFICATE

I, Mary Willis, a duly elected and qualified Assistant Corporate Secretary of Regions Bank, an Alabama state banking corporation, hereby certify as follows:

- 1. Following is a true and correct copy of Article IV, Sections 11 and 12 of the By-Laws of Regions Bank effective July 21, 2021, as amended by the Board of Directors at a duly convened meeting held on July 21, 2021, at which a quorum was present, and the same are in full force and effect on the date hereof:

“Section 11. Officer in Charge of Wealth Management.”

The officer in charge of Wealth Management shall be designated as such by the Board of Directors and shall exercise general supervision and management over the affairs of Private Wealth Management, Institutional Services and Wealth Management Middle Office, which groups are responsible for exercise of the Bank’s trust powers. Such officer is hereby empowered to appoint all necessary agents or attorneys; also to make, execute and acknowledge all checks, bonds, certificates, deeds, mortgages, notes, releases, leases, agreements, contracts, bills of sale, assignments, transfers, powers of attorney or of substitution, proxies to vote stock, or any other instrument in writing that may be necessary in the purchase, sale, mortgage, lease, assignment, transfer, management or handling, in any way of any property of any description held or controlled by the Bank in any fiduciary capacity. Said officer shall have such other duties and powers as shall be designated by the Board of Directors.

Section 12. Other Officers in Private Wealth Management, Institutional Services and Wealth Management Middle Office.

The officer in charge of Wealth Management shall appoint officers responsible for the activities of Private Wealth Management, Institutional Services and Wealth Management Middle Office. Various other officers as designated by the officers responsible for the activities of Private Wealth Management, Institutional Services and Wealth Management Middle Office are empowered and authorized to make, execute and acknowledge all checks, bonds, certificates, deeds, mortgages, notes, releases, leases, agreements, contracts, bills of sale, assignments, transfers, powers of attorney or substitution, proxies to vote stock or any other instrument in writing that may be necessary to the purchase, sale, mortgage, lease, assignments, transfer, management or handling in any way, of any property of any description held or controlled by the Bank in any fiduciary capacity.”

- 2. I further certify that the following individual is a duly elected and serving officer of Regions Bank holding the title shown by his or her name below and that such officer has been designated, empowered and authorized by the officer responsible for the activities of Private Wealth Management Institutional Services, or Wealth Management Middle Office.

<u>Name</u>	<u>Title</u>
Kurt Marson	Senior Vice President
Mary Willis	Vice Preseident
Rick Jaegle	Vice President
Kristine Prall	Vice President
James Coleman	Vice President
Vanessa Williams	Vice President
Sean Julien	Vice President

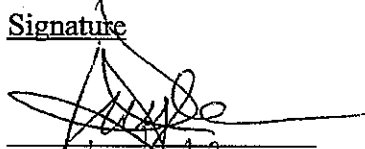


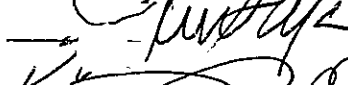

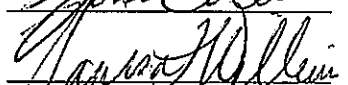

IN WITNESS WHEREOF, I have set my hand and affixed the seal of Regions Bank, an Alabama banking corporation, as of this 10th day of August, 2023.

M. Willis

(name), Assistant Corporate Secretary



EXHIBIT "A" to Certification

<u>Name</u>	<u>Signature</u>	<u>Office/Title</u>
Richard M. Jaegle		Vice President
Mary Willis		Vice President
Sean Julien		Vice President
Kurt Marson		Senior Vice President
Kristine Prall		Vice President
James Coleman		Assistant Vice President
Vanessa Williams		Vice President