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October 18, 2016

Walton County Water and Sewerage Authority
Loganville, Georgia

Oconee County, Georgia
Watkinsville, Georgia

Assured Guaranty Municipal Corp.
New York, New York

Re: Walton County Water and Sewerage Authority Revenue Bonds (Oconee-Hard
Labor Creek Reservoir Project), Series 2008

To the Addressee:

In connection with the defeasance of the Walton County Water and Sewerage Authority Revenue Bonds (Oconee-Hard Labor Creek Reservoir Project), Series 2008 (the “Refunded Bonds”), issued pursuant to a Trust Indenture, as supplemented by a First Supplemental Trust Indenture, each dated April 1, 2008, between the Walton County Water and Sewerage Authority (the “Issuer”) and Regions Bank (collectively, the “Indenture”), we have examined the following:

- (a) the Indenture, which authorized the issuance of the Refunded Bonds;
- (b) the Escrow Deposit Agreement, dated October 18, 2016 (the “Escrow Agreement”), between the Issuer and Regions Bank, as escrow agent (in such capacity, the “Escrow Agent”) and as trustee for the Refunded Bonds (in such capacity, the “Trustee”); and
- (c) the Verification Report, dated October 18, 2016 (the “Verification Report”), prepared by Causey Demgen & Moore P.C., relating to the sufficiency of the moneys and Acquired Obligations (as defined in the Escrow Agreement), irrevocably on deposit with the Escrow Agent, to pay the principal of and interest on the Refunded Bonds as they come due through their date of earliest redemption, February 1, 2018 (the “Redemption Date”).

We have also examined such other documents and instruments and have made such further investigation as we have deemed necessary or appropriate. In all such examinations, we have assumed the genuineness of signatures on original documents and the conformity to such

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.

In rendering this opinion, we are relying on the Verification Report that the Acquired Obligations (as defined in the Escrow Deposit Agreement) are scheduled to mature in amounts and at times sufficient to provide funds, together with the Cash (as defined in the Escrow Deposit Agreement), to pay all of the principal and interest on the Refunded Bonds when due through the Redemption Date as specified in the Escrow Deposit Agreement. We have also relied upon representations by the parties to the Escrow Deposit Agreement as to the outstanding principal amount of the Refunded Bonds and the dates and amounts of principal and interest remaining to be paid. We have also relied upon an opinion of counsel to the Issuer that all actions by the Issuer have been duly and validly authorized.

Based upon the foregoing examinations, we are of the opinion that as of the date hereof:

(1) The irrevocable deposit of the amounts required to refund the Refunded Bonds with the Escrow Agent, pursuant to the Escrow Deposit Agreement, and the transactions contemplated thereby are permitted under the provisions of the Indenture.

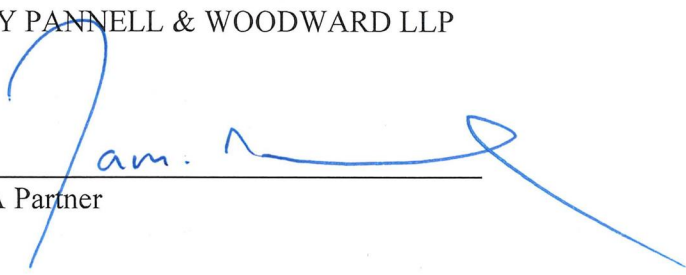
(2) All conditions precedent to the discharge of the lien of the Refunded Bonds under the Indenture have been satisfied.

(3) The Refunded Bonds have ceased to be entitled to any right or lien under the Indenture, and the Refunded Bonds are deemed to have been paid and are no longer outstanding obligations of the Issuer.

The foregoing opinions are qualified to the extent that we express no opinion as to the validity or enforceability of the Escrow Deposit Agreement or the transactions contemplated thereby in the event of any bankruptcy, insolvency, reorganization or similar proceedings with respect to any party thereto.

Yours truly,

GRAY PANNELL & WOODWARD LLP

By:  _____
A Partner