

OPINION OF BORROWER'S COUNSEL
(Please furnish this form on Attorneys Letterhead)

Date

Clean Water State Revolving Fund, Administered by
Georgia Environmental Finance Authority
233 Peachtree St, NE
Harris Tower, Ste 900
Atlanta, GA 30303-1506

Ladies and Gentlemen:

A legal opinion from **ELLIOTT, BLACKBURN, & GOODING, P.C.** was delivered to you, dated **OCTOBER 24, 2017** (the "Closing Opinion"), relating to the Loan Agreement (the "Loan Agreement"), dated **NOVEMBER 2, 2017** between **LOWNDES COUNTY BOARD OF COMMISSIONERS** (the "Borrower") and the **CLEAN WATER STATE REVOLVING FUND, ADMINISTERED BY GEORGIA ENVIRONMENTAL FINANCE AUTHORITY** (the "Lender"), and the Promissory Note (the "Note"), dated **OCTOBER 24, 2017**, of the Borrower. A legal opinion was also delivered to you dated **MAY 8, 2018**, relating to the modification of Promissory Note and Loan Agreement dated **MAY 14, 2018**. As counsel for the Borrower, I have examined the original of the Second Modification of Promissory Note and Loan Agreement (the "Second Modification"), between the Borrower and the Lender, the proceedings taken by the Borrower to authorize the Second Modification, the Closing Opinion, and such other documents, records, and proceedings as I have deemed relevant or material to render this opinion. Based upon such examination, I hereby reconfirm as of the date hereof the opinions contained in the Closing Opinion, subject to the second modification that all references to the Note and the Loan Agreement (as defined in the Closing Opinion) shall be deemed to include a reference to the Second Modification. Nothing has come to my attention, after due investigation, that in any way might question the continuing validity and accuracy of the Closing Opinion, as modified above.

Very truly yours,

Signature

Printed Name

Date