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April 7, 2022

Mr. Milton Cronheim, CPA, CFE
Finance Director
Walton County Board of Commissioners
milton.cronheim@co.walton.ga.us

RE: Quote for Arbitrage Rebate Services

\$93,800,000
Walton County Industrial Building Authority
Revenue Bonds
(Walton County Jail Facility Project)
Series 2021

Dear Milton,

Bingham Arbitrage Rebate Services, Inc. is pleased to submit this fee quote for arbitrage rebate services on the above referenced tax-exempt issue. This fee quote describes the proposed scope of services and fees associated with the required arbitrage rebate calculation for the issue.

SCOPE OF SERVICES

Bingham will conduct a comprehensive review of the above-referenced issue. The analysis will consist of the items listed below:

- Review of Tax and Non-Arbitrage Certificate, Federal Form 8038-G and other pertinent closing documents.
- Determination of funds subject to spending exception, arbitrage rebate calculation and/or yield reduction calculation.
- Calculation of bond yield, if applicable.
- Calculation of arbitrage rebate liability due, in compliance with Section 148(f) of the Internal Revenue Code of 1986, and preparation of Federal Tax Form 8038-T if payment is due.
- Provision of written report to your office describing the calculation method used, assumptions, and conclusions.

Factors involved in our fees include the size and complexity of an issue, the number of funds included in the calculation, the type of calculation required, commingled money, and if Investment Agreements are a factor for the issue. Every issue is structured differently and our fees vary on a case-by-case basis.

BINGHAM'S PROCESS

We will first test the issue for an exception to the requirements of Section 148 of the Internal Revenue Code. In order to meet one of the exceptions, the following conditions must apply:

Small Issuer Exception	Government issues less than \$5,000,000 in tax-exempt debt in one calendar year. Legislative changes increased the exception as follows: <ul style="list-style-type: none"> Up to \$10,000,000 with at least \$5 million of the \$10 million used to finance public schools for bonds issued after December 31, 1997 Up to \$15,000,000, with at least \$10 million of the \$15 million used to finance public schools for bonds issued after December 31, 2001.
Six-Month Exception	Proceeds spent within Six Months of Closing 100% Under certain conditions, the Six-Month Exception can be extended to one year for governmental or 501(c)(3) bonds.
Eighteen Month Exception	Proceeds spent: <ul style="list-style-type: none"> within Six Months of Closing 15% within Twelve Months of Closing 60% within Eighteen Months of Closing 100% <ul style="list-style-type: none"> Issues delivered after June 30, 1993 A 5% retainage is allowed at eighteen months as long as the proceeds are fully expended by thirty months.
Two Year Construction Exception	Proceeds spent: <ul style="list-style-type: none"> within Six Months of Closing 10% within Twelve Months of Closing 45% within Eighteen Months of Closing 75% within Twenty-Four Months of Closing 100% <ul style="list-style-type: none"> A 5% retainage is allowed at twenty-four months as long as the proceeds are fully expended by thirty-six months.

If an exception is missed, the arbitrage rebate calculation is required. If the issue is secured by a Debt Service Reserve Fund, or holds an Escrow Fund, those funds will require the arbitrage rebate calculation.

Evaluation Date: November 30, with the first installment period ending no later than November 30, 2026. Bingham will provide annual reports beginning as of the November 30, 2022 evaluation date and annual updates each November 30 through the first installment period, or once gross proceeds are spent in full, whichever occurs first.

FEE QUOTE

Series 2021 Issue	Fees ¹
Years 1 - 2	\$1,300 per year
Years 3 - 5	\$850 per year

¹ Fee stops once all gross proceeds spent in full.

Additional Fees That May Apply ²	Fees
Excess Yield Calculation (Years 4 – 5) ³	\$150 per year
Uncommingling &/ or Transferred Proceeds Fee ⁴	\$350 per year

² Additional Fees will only be added if applicable.

³ The Excess Investment Yield Calculation is only required if project proceeds remain outstanding for more than three years, or if other funds are not yield restricted after the end of applicable temporary periods.

⁴ If at any time bond proceeds are mixed with non-proceeds, or there are transferred proceeds, it may be necessary to uncommingle the fund.

Bingham may withdraw or renegotiate this contract if our involvement is greater than originally anticipated. Examples of Bingham's increased time commitment include researching or locating missing investment activity, or if bond proceeds are mixed with non-proceeds funds.

Financial Advisor Disclaimer: By engaging Bingham to provide the services described in this document, Walton County acknowledges that Bingham (1) is not recommending actions or providing advice to Walton County, and (2) does not owe a fiduciary duty to Walton County, as described by Section 15B of the Securities Exchange Act of 1934. Walton County should consult with the appropriate transaction professionals for legal and financial advice.

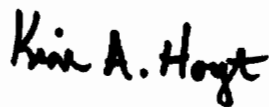
Invoices will be sent along with our reports. Payment is expected within 30 days of the invoice date.

If this fee quote remains outstanding following 90 days, the quote will expire. Additionally, if the requested information is not sent to Bingham within 90 days, this quote will expire.

If you are in agreement with these terms, please have an authorized representative sign where indicated below and return electronically to Bingham at your earliest convenience.

I hope these fees meet with your approval. Please feel free to call me at (804) 864-9564 if you have any questions. Thank you and I look forward to hearing from you.

Sincerely,



Kim A. Hoyt
President

BINGHAM

SIGNATURE PAGE

Signature

Name (printed)

Title

Date

