AMENDED AND RESTATED BYLAWS

OF

UPPER OCONEE BASIN WATER AUTHORITY

ARTICLE I

NAMES AND OFFICES

Section 1.01. NAME The name of this public agency shall be the Upper Oconee Basin Water Authority (herein, the "Authority").

Section 1.02. ADDRESS The address of the principal office of the Authority is 305 Research Drive; Athens, Clarke County; Georgia 30610.

Section 1.03. OFFICES The Authority may have other offices at such place or places within the territorial jurisdiction it serves as the board may from time to time appoint and as the business of the Authority may require or make desirable.

Section 1.04. FISCAL YEAR The Authority's fiscal year shall begin on January 1st and end on December 31st.

ARTICLE II

POWERS AND PURPOSE

Section 2.01. POWERS The Authority shall be a regional water authority as defined in and authorized by the Upper Oconee Basin Water Authority Act (House Bill 1514), which was enacted in the 1994 session of the Georgia General Assembly and is found in Ga. L. 1994, p. 5123, *et seq.* (hereinafter "Local Act"). The Authority shall perform the duties, responsibilities, and functions and shall have the powers, authority and immunities granted under the Local Act, as amended from time to time.

Section 2.02. PURPOSE The general purpose of the Authority is declared to be that of acquiring and developing adequate sources of water supply, including but not limited to the construction of reservoirs, the treatment of such water, and thereafter the transmission of such water within the Upper Oconee Basin area, and to the various counties, municipalities, and public authorities located therein; and the collection and treatment of waste-water from the counties, municipalities, and public authorities within the Upper Oconee Basin area. It is recognized that water resources are finite, and that water conservation shall be encouraged by this Authority, the member counties, and all water users within the area. It is a further objective

of the Authority to fulfill its purposes and perform its projects in an environmentally sensitive manner, and to strictly limit interbasin transfers of water.

ARTICLE III

MEMBERSHIP, DUTIES AND MEETINGS

Section 3.01. AUTHORITY MEMBERSHIP The member counties of the Authority are Athens-Clarke, Barrow, Jackson, and Oconee.

Section 3.02. GOVERNING BODY The Authority is governed by a nine (9) person board (the "Board") having a total of six (6) votes. The Board is comprised of the following members:

(1) One Board member shall be the chief elected official of each member county, unless such official does not wish to serve on the board, in which event the governing authority of that member county shall appoint another of its elected officials serving on its governing authority to serve on the Board in place of that chief elected official. Each such member shall have one (1) vote. This group of Board members shall collectively have four (4) votes.

(2) One Board member shall be appointed by the governing authority of each member county. Each such member shall have a proportion of one (1) vote as prescribed in the vote apportionment formula set forth in Section 5(a)(12) of the Local Act. The proportional vote is based upon each county's population as a percentage of the total population of the four member counties as determined by the most recent census count. The population proportion will be calculated to the nearest tenth, and notwithstanding the population count at any time, no member county may have more than fifty percent (50%) of the one proportional vote. In the event that one member county has fifty percent (50%) of the one proportional vote, the remaining three member counties shall have such a percentage of the remaining fifty percent (50%) of the vote in the same proportion that each of their populations bears to the total population of those three counties. The Board members appointed pursuant to this paragraph should typically be elected officials of the member counties' governing authorities, employees of the member counties' governing authorities, or board members or employees of related public entities within the member counties, but may be business owners or citizens from the member counties as determined by the respective member county governing authorities. This group of four members shall in combination have one (1) vote.

(3) One Board member shall be appointed by the previously identified eight (8) members (five (5) votes) of the Board, which member must be a citizen of, or business owner in, one of the member counties. This Board member shall have one (1) vote.

(5) All Board members must be either: a) an elected official of a member county's governing authority; b) an employee of a member county's governing authority; c) an employee or board member of a public entity related to a member county; d) a citizen of a member county; or e) have their principal place of business within a member county.

Board members are expected to regularly attend Board meetings and to be knowledgeable about Authority business.

Section 3.03. AUTHORITY BOARD MEETINGS The Board shall meet on at least a quarterly basis. The Board at the last regular Board meeting each fiscal year shall adopt a schedule for its regular Board meetings for the upcoming fiscal year. A notice providing the dates of the regular Authority Board meetings for the upcoming fiscal year shall be published in a newspaper of general circulation within each member county at least one week prior to the date of the first regular Authority Board meeting of that fiscal year. Additionally, the schedule of the regular Board meetings for the fiscal year shall be conspicuously posted at the Authority's principal office and published on the Authority's website. Authority Board meetings shall be conducted in accordance with the most recent revision to Robert's Rules of Order.

Section 3.04. QUORUM A majority of the total votes of the members of the Board shall constitute the quorum necessary for a meeting of the Board. For example, members with a total of 3.1 votes are needed for a quorum. It shall require a majority of the quorum present to approve matters coming before the Board, except that the following matters shall require a majority of the total votes of the Board plus one additional vote: purchases or contracts in excess of an amount established by the Board; authorization of the issuance of bonds; acquisition of property by condemnation; the employment or removal of the executive director or similar position; and any amendments to these bylaws. For example (assuming a full active Board), if members totaling only 3.1 votes are present at a Board meeting, a quorum would exist and 1.6 votes can generally approve matters coming before the Board. However, contracts or purchases in excess of an amount established by the Board (currently $100,000), authorization of the issuance of bonds, acquisition of property by condemnation, the employment or removal of the executive director or similar position, and any amendment to these bylaws can only be approved with at least 4.1 votes.

Section 3.05. ALTERNATE MEMBERS A chief elected official of a member county who is a member of the Board shall designate a member of the governing authority of his or her respective county as his or her alternate. In the event that a chief elected official of a member county elects not to serve on the Board and the governing authority of the member county has appointed one of its members to serve on the Board in place of the chief elected official, said governing authority shall designate another of its members as the alternate for that Board member.

A county governing authority which appoints a county governing authority elected official, county government employee, board member or employee of a related public entity, local business owner, or county citizen to the Board as its proportional vote shall designate another county governing authority elected official, county government employee, board member or employee of a related public entity, local business owner, or county citizen as an alternate for that Board member.

In the event that a chief elected official of a member county who is a member of the Board and his or her alternate are unable to attend a meeting of the Board, said chief elected official shall be authorized to designate a member of the governing authority of his or her respective county as a temporary alternate for that meeting only. In the event that an elected official of a member county is serving on the Board in place of that member county's chief elected official and that Board member and his or her alternate are unable to attend a meeting of the Board, the governing authority of that member county shall be authorized to designate a member of that county's governing authority as a temporary alternate for that meeting only.

In the event that a proportional vote member of the Board and his or her alternate are unable to attend a meeting of the Board, the county governing authority of the member county that appointed that proportional vote Board member shall be authorized to designate one of its governing authority members as a temporary alternate for that meeting only.

The designation of an alternate or temporary alternate pursuant to this section shall not be effective until the Authority's Chairperson and Secretary-Treasurer receive written notice from the chief elected official or county governing authority making the designation.

When a Board member is absent from a meeting of the Board, the alternate for that Board member is authorized to vote on behalf of the Board member on any issue coming before the Board at that meeting. When a Board member and his or her alternate are absent from a meeting of the Board, the duly designated temporary alternate for that Board member is authorized to vote on behalf of the Board member on any issue coming before the Board at that meeting.

Standing alternates are expected to regularly attend Board meetings and to be knowledgeable about Authority business.

No alternate shall be appointed for the Board member appointed by the other eight (8) members of the Board.

Section 3.06. INACTIVE MEMBERS A member of the Board or any alternate member of the Board may be declared inactive if that member or alternate member misses two consecutive meetings of the Board. Upon a member or alternate member failing to attend two consecutive meetings of the Board, the Chairperson of the Board shall cause to be issued a notice of the failure to attend to the member or the alternate member and to the individual or entity that appointed the member or alternate member. The notice shall include a notification that the

declaration of the member's or the alternate member's status as inactive may be on the agenda of the next meeting of the Board. At the next meeting, the member or the alternate member may be declared inactive by a majority vote of the quorum present.

In the event that a Board member is declared inactive, that Board member's alternate, if one exists, shall be authorized to vote on behalf of the Board member on any issue coming before the Board. If a Board member is declared inactive and that Board member has no alternate or the alternate has been declared inactive, that Board member's seat will not be authorized to vote nor will the votes attached to that seat on the Board be counted for the purpose of calculating the votes necessary to constitute a quorum or for the purpose of calculating the number of votes needed to take any action. It shall require a majority vote of the quorum present at a Board meeting to restore an inactive member to active voting status.

An inactive seat on the Board may also be restored to active status if the governing authority of the member county authorized to appoint the member notifies the Chairperson of the Board of the appointment of a new representative to serve as a member of the Board.

Section 3.07. TERM OF OFFICE

(A) The regular terms of member county governing authority chief elected officials appointed as Board members shall be concurrent with their terms of elected office. The regular term of any elected official (other than the chief elected official) appointed to serve as a Board member with a full or proportionate vote shall be for one (1) year or until the end of that individual's elected term, whichever occurs first. The regular term of any non-elected official appointed to serve as a Board member with a proportionate vote shall be one (1) year. The regular term of the Board member selected by the other eight (8) Board members shall be two (2) years. Parties responsible for appointing Board members shall remit such appointments to the Authority's Chairperson prior to the expiration of the current Board member's term. All terms of appointed Board members not concurrent with terms of office shall begin on July 1 and end on June 30.

(B) The regular terms for all Alternate Board members shall be one year and the parties responsible for appointing such Alternate Board members shall remit such appointments or re-appointments to the Authority's Chairperson prior to the expiration of the current Alternate Board member's term. The term of all Alternate Board members shall begin on July 1 and end on June 30, unless the Alternate Board member is an elected official of the member county governing authority whose term ends prior to that date.

ARTICLE IV

OFFICERS

Section 4.01. AUTHORITY OFFICERS. The Board of the Authority at the last meeting each fiscal year shall elect from the Board, by a majority vote of the quorum present at the meeting, a Chairperson (who must be an elected official), a Vice-Chairperson (who must be an elected official), and a Secretary-Treasurer (who may be a Board member, an Alternate Board member, or a member of the Authority's direct or contracted staff), each to serve for the upcoming year and until a successor is elected and qualified, or until the officer's earlier resignation, removal from office or death. The Board, at such meeting, may or may not, in the discretion of the Board, elect an Assistant Secretary-Treasurer who shall serve in the absence of the Secretary-Treasurer.

Section 4.02. CHAIRPERSON The Chairperson shall preside at all meetings of the Board of the Authority, represent the Authority at official functions, appoint committees and task forces subject to the approval of the Board and be responsible for carrying out all policy decisions of the Board.

Section 4.03. VICE-CHAIRPERSON In the absence of the Chairperson, the Chairperson's duties shall be vested in the Vice-Chairperson.

Section 4.04. SECRETARY-TREASURER The Secretary-Treasurer is responsible for maintaining the records of the Authority, collecting and depositing the funds of the Authority, and paying the bills of the Authority pursuant to directions of the Board. The Secretary-Treasurer may be a Board member, an Alternate Board member, or a member of the Authority's direct or contracted staff. The Secretary-Treasurer shall furnish such bond as the Authority may require, and the premium for same shall be paid by the Authority.

Section 4.05. OTHER DUTIES Each of the officers shall have such other duties as are conferred on them, from time to time, by the Board.

Section 4.06. REMOVAL, VACANCIES Any officer of the Authority may be removed from office at any time by a majority vote of the quorum present at a meeting of the Board, with or without cause. Any vacancy occurring in any office of the Authority may be filled by the Board.

ARTICLE V

COMMITTEES

Section 5.01. APPOINTMENT AND DUTIES The Chairperson of the Board is authorized to establish committees made up of members and alternate members of the Board.

The Chairperson of the Board is authorized to determine the membership of each committee and to select a chairperson of each committee. Whenever possible, each committee should have at least one member that lives in, is employed by, or has a principal place of business in, each member county. The Chairperson of the Board is further authorized to remove and replace committee members that miss two or more consecutive committee meetings. Committees shall meet as often as is deemed necessary by the Committee Chair to review and evaluate issues assigned to them by the Chairperson of the Board and make recommendations regarding such issues to the Board. Committees may also take action on behalf of the Authority in limited circumstances when specifically authorized by the Board. A Committee Chairperson may invite non-Committee members to present information at a committee meeting when necessary to assist the committee with its business.

Section 5.02. EXECUTIVE COMMITTEE This committee shall consist of the chief elected official of each member county (or the member of the governing authority then serving on the Board in place of the chief elected official of a member county) and shall review matters needing attention during intervals between Board meetings and other matters referred to it by the Chairperson of the Board. In addition to the named members, the Authority Chairperson may invite the Chairperson of any committee to participate in the discussions and activities of the Executive Committee relevant to that committee. The Authority Chairperson may also invite Alternate Board members or non-Board members to present information at an Executive Committee meeting when necessary to assist the committee with its business.

Section 5.03. QUORUM A majority of the voting members of a committee shall constitute the quorum necessary for an official meeting of the committee. Except where otherwise established in these Bylaws or by the Board, each member of a committee shall have one vote, and it shall require a majority of the quorum present to take official committee action.

Section 5.04. JOINT COMMITTEES The Chairperson of the Board may request that a joint committee be established that is made up of the members of more than one previously established committee. The designation of a joint committee creates a new single committee, and votes and quorums are established the same as any committee. Nothing in this subsection prevents the Chairperson of the Board from assigning any issue to more than one separate committee.

Section 5.05. OPERATIONS COMMITTEE In addition to the voting members of the Authority's Operations Committee, two additional non-voting members shall serve on the Authority's Operations Committee. Each non-voting member shall be an employee of a member county's water department, an employee of the water department of a municipality within a member county, or a board member of a water authority located within a member county. The initial non-voting members of the Authority's Operations Committee shall be appointed one by the governing authority of Athens-Clarke County and one by the governing authority of Barrow County and shall serve two (2) year terms. The governing authorities of Oconee County and

Jackson County shall each appoint a non-voting member to serve the following two (2) year term. The appointments of the non-voting members shall continue on the same two (2) year rotation with an Athens-Clarke County representative and a Barrow County representative serving together followed by an Oconee County and a Jackson County representative serving together.

ARTICLE VI

INDEMNIFICATION

Section 6.01. INDEMNIFICATION FROM CLAIMS The Authority shall hold harmless and indemnify all members and alternate members of the Authority Board, Authority employees, Authority owner's representatives and executive directors, and contracted administrative office staff from any and all claims arising out of the performance of their duties with the Authority. The Board is authorized, but not required, to purchase insurance for this purpose.

ARTICLE VII

AMENDMENTS

Section 7.01. AMENDMENT TO BYLAWS Any amendment to these Bylaws shall require a majority of the total votes of the Board plus one additional vote; i.e. 4.1 votes (assuming a full active Board). No amendment may be voted on unless at least ten (10) days notice has been given to all members of the Board.

Effective: July 26, 2017