CERTIFICATE OF THE UNDERWRITER

Roosevelt & Cross, Incorporated (the "Underwriter") has served as underwriter of $11,310,000 aggregate stated principal amount of the Public Schools Revenue Bond Financing Program Revenue Bonds, Series 2013 H (Town of Little Compton Issue) (the "Bonds") being issued on the date hereof by the Rhode Island Health and Educational Buildings Corporation (the "Issuer"). On behalf of the Underwriter, the undersigned hereby certifies and represents the following with respect to the Bonds. Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Tax Certificate to which these certifications are attached as an exhibit.

A. **Issue Price.**

1. As of November 19, 2013 (the "Sale Date"), the Underwriter had offered or reasonably expected to offer all of the Bonds to the general public (excluding bond houses, brokers, or similar persons acting in the capacity of underwriters or wholesalers) in a bona fide public offering at the prices shown on Schedule I attached hereto.

2. The prices shown on the attached Schedule I do not exceed the fair market values of the Bonds as of the Sale Date.

3. As of the date of this certificate, all of the Bonds have been offered to the general public in a bona fide offering at the prices shown on the attached Schedule I, and at least 10% of the Bonds maturing May 15 in the years 2015 through 2021, inclusive, 2022 at the rate of 2.75%, 2022 at the rate of 4.00%, 2025, 2030 and 2034 actually has been sold to the general public at such prices. The Purchaser reasonably expected to sell at least 10% of the Bonds maturing May 15 in the year 2022 at a rate of 5.00% and 2027 to the general public at such prices.

B. **Yield.**

Based on methodology provided by Bond Counsel (e.g., using a semi-annual compounding convention and adjusted as required for premiums and discounts), the yield on the Bonds, as shown on the attached Schedule II, has been computed to be 3.6977556282%.

C. **Reliance**

The Issuer and Edwards Wildman Palmer LLP, Bond Counsel, may rely on the foregoing certifications for purposes of determining compliance with Section 148 of the Internal Revenue Code of 1986; provided, that the Underwriter makes no representation regarding the legal sufficiency of any of the representations set forth herein.

D. **Receipt.**

The Underwriter hereby acknowledges receipt of the Bonds from the Issuer and further acknowledges receipt of all certificates, opinions, and other documents required to be delivered

to the Underwriter, before or simultaneously with the delivery of the Bonds, which certificates, opinions and other documents are satisfactory to the Underwriter.

Dated: December 10, 2013

ROOSEVELT & CROSS, INCORPORATED

By _____

Title: Senior Vice President

AM 25937356. 2

BOND PRICING

RIHEBC - Town of Little Compton Issue
Revenue Bonds
AAA Unenhanced; 10 Year Par Call
Level Debt Service; $11.310 Million Par

Bond Component	Maturity Date	Amount	Rate	Yield	Price	Yield to Maturity	Call Date	Call Price
Serial Bonds:								
	05/15/2015	225,000	2.000%	0.350%	102.352			
	05/15/2016	420,000	3.000%	0.600%	105.782			
	05/15/2017	435,000	3.000%	0.850%	107.253			
	05/15/2018	250,000	2.000%	1.170%	103.573			
	05/15/2018	200,000	3.000%	1.170%	107.878			
	05/15/2019	355,000	2.000%	1.620%	101.967			
	05/15/2019	100,000	3.000%	1.620%	107.145			
	05/15/2020	215,000	2.250%	2.100%	100.897			
	05/15/2020	250,000	4.000%	2.100%	111.372			
	05/15/2021	280,000	2.500%	2.450%	100.336			
	05/15/2021	200,000	4.000%	2.450%	110.470			
	05/15/2022	120,000	2.750%	2.700%	100.373			
	05/15/2022	100,000	4.000%	2.700%	109.741			
	05/15/2022	275,000	5.000%	2.700%	117.236			
		3,425,000						
Term Bond due 2025:								
	05/15/2023	520,000	4.000%	3.150%	106.886 C	3.273%	05/15/2023	100.000
	05/15/2024	540,000	4.000%	3.150%	106.886 C	3.273%	05/15/2023	100.000
	05/15/2025	560,000	4.000%	3.150%	106.886 C	3.273%	05/15/2023	100.000
		1,620,000						
Term Bond due 2027:								
	05/15/2026	580,000	5.000%	3.580%	111.277 C	3.912%	05/15/2023	100.000
	05/15/2027	610,000	5.000%	3.580%	111.277 C	3.912%	05/15/2023	100.000
		1,190,000						
Term Bond due 2030:								
	05/15/2028	640,000	4.000%	4.100%	98.810			
	05/15/2029	665,000	4.000%	4.100%	98.810			
	05/15/2030	695,000	4.000%	4.100%	98.810			
		2,000,000						
Term Bond due 2034:								
	05/15/2031	720,000	4.250%	4.400%	97.989			
	05/15/2032	750,000	4.250%	4.400%	97.989			
	05/15/2033	785,000	4.250%	4.400%	97.989			
	05/15/2034	820,000	4.250%	4.400%	97.989			
		3,075,000						
		11,310,000						

Dated Date	12/10/2013	
Delivery Date	12/10/2013	
First Coupon	11/15/2014	
Par Amount	11,310,000.00	
Premium	369,881.50	
Production	11,679,881.50	103.270393%
Underwriter's Discount	-74,080.50	-0.655000%
Purchase Price	11,605,801.00	102.615393%
Accrued Interest		
Net Proceeds	11,605,801.00	