Moses Afonso Ryan LTD
COUNSELORS AT LAW

December 10, 2013

Rhode Island Health and Educational Building Corporation
170 Westminster Street, Suite 1200
Providence, Rhode Island 02903

Roosevelt & Cross, Incorporated
One Exchange Plaza
55 Broadway - 22nd Floor
New York, New York 10006

Edwards Wildman Palmer LLP
2800 Financial Plaza
Providence, Rhode Island 02903

U. S. Bank National Association
Corporate Trust Services
One Federal Street, 3rd Floor
Boston, Massachusetts 02110

Ladies and Gentlemen:

Re: ***$11,310,000 Rhode Island Health and Educational Building Corporation Public Schools Revenue Bond Financing Program Revenue Bonds, Series 2013 H (Town of Little Compton Issue) (the "Bonds")***

We are the general counsel to the Rhode Island Health and Educational Building Corporation (the "Corporation"). This opinion is being given in connection with certain proceedings of the Corporation relating to the issuance by the Corporation of the Bonds.

In such capacity, we have examined copies of an executed counterpart of the following: Chapter 38.1 of Title 45 of the General Laws of Rhode Island, 1956, as amended, (the "Act"); the Corporation's By-Laws; the Master Trust Indenture dated as of November 1, 2009 (the "Indenture") by and between the Corporation and U. S. Bank National Association, as Trustee (the "Trustee"); the First Supplemental Indenture dated as of April 15, 2013 (the "First Supplemental Indenture") by and between the Corporation and the Trustee; the Series Indenture related to the Bonds by and between the Corporation and the Trustee dated as of December 10, 2013 (the "Series H Indenture"); the Financing Agreement dated as of November 19, 2013, entered into between the Corporation and the Town of Little Compton, Rhode Island (the "Institution") (the "Financing Agreement"); the Authorizing Resolution adopted by the Board of Directors of the Corporation on October 17, 2013 (the "Authorizing Resolution"); the Preliminary Official Statement dated November 12, 2013 relative to the Bonds (the "Preliminary Official Statement"); the Official Statement dated November 19, 2013 relative to the Bonds (the "Official Statement"); the Second Amended and Restated Memorandum of Understanding by and among the Corporation, the General Treasurer of the State of Rhode Island and the Controller of the State of Rhode Island dated September 26, 2012 (the "MOU"); the Tax Certificate dated December 10, 2013 executed and delivered by the Corporation (the "Tax Certificate"), the Continuing Disclosure Agreement by and among the Corporation, the Institution and the Trustee dated December 10, 2013 (the "Continuing Disclosure Agreement"),

and certain other documents relating to the Bonds, the Preliminary Official Statement and the Official Statement. Terms used and not defined herein shall have the same meaning as in the Bond Purchase Agreement (the "Bond Purchase Agreement") dated November 19, 2013 by and between Roosevelt & Cross, Incorporated, Underwriter (the "Underwriter") and the Corporation.

In addition, we have made such examination of law and have examined such other documents as we have deemed necessary for purposes of this opinion. In all such examinations, we have assumed without investigation the authenticity of any document submitted to us as a copy, the authenticity of the originals of such latter documents, the genuineness of all signatures other than those of the Corporation's officers and the legal capacity of all natural persons.

Based on this examination, it is our opinion that:

1. The Corporation has been duly organized and is validly existing as a public body corporate and agency of the State of Rhode Island and Providence Plantations and has the full power and authority to enter into the transactions contemplated by the Preliminary Official Statement and the Official Statement, to adopt the Authorizing Resolution and to execute and deliver the Bonds, the Indenture, the Series H Indenture, the Financing Agreement, the Tax Certificate, the Continuing Disclosure Agreement, the MOU, and the Bond Purchase Agreement.

2. The Authorizing Resolution, the Bonds, the Indenture, the Series H Indenture, the Financing Agreement, the Tax Certificate, the Continuing Disclosure Agreement, the MOU, and the Bond Purchase Agreement have been duly authorized, executed and delivered by the Corporation and assuming proper authorization, execution and delivery by the other parties thereto, are valid, binding and enforceable agreements of the Corporation except as enforceability thereof may be limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws, judicial decisions or principles of equity relating to or affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable and their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

3. Based upon our participation in the preparation of the Official Statement and to the best of our knowledge, the information pertaining to the Corporation in the Official Statement under the sections entitled "INTRODUCTION," "THE CORPORATION," the first paragraph of "LITIGATION" and "CONTINUING DISCLOSURE" insofar as such information pertains to the Corporation does not contain any untrue statement of material fact or omit to state a material fact to make the information, in light of the circumstances under which it was provided, not misleading in any material respect (excluding financial statements and other financial and statistical data included in the Official Statement, as to which no opinion is expressed).

4. To the best of our knowledge without independent investigation, there is no action, suit, proceeding or investigation at law or in equity before or by any court, public board or body, pending or threatened, against or affecting the Corporation to restrain or enjoin the issuance or delivery of the Bonds or in any way contesting the existence or powers of the Corporation with respect to the issuance of the Bonds or security therefor, wherein an unfavorable decision, ruling or finding would adversely affect the transactions contemplated by the Official Statement or the validity of the Bonds, the Indenture, the Series H Indenture, the Financing Agreement, the Continuing Disclosure Agreement, the Tax Certificate, the MOU, or the Bond Purchase Agreement.

Sincerely,

MOSES AFONSO RYAN LTD.

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