EDWARDS WILDMAN

EDWARDS WILDMAN PALMER LLP
2800 FINANCIAL PLAZA
PROVIDENCE, RI 02903
+1 401 274 9200 main +1 401 276 6611 fax
edwardswildman.com

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

U.S. Bank National Association
Corporate Trust Division
One Federal Street 3rd Floor
Boston, Massachusetts 02110
Attention: David Doucette

$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")

Ladies and Gentlemen:

We have acted as Bond Counsel in connection with the issuance by the Rhode Island Health and Educational Building Corporation (the "Corporation") of the Bonds.

In our capacity as Bond Counsel, we have examined the law, certified copies of proceedings and other papers relating to the authorization and issuance of the Bonds. We have also rendered legal advice and assistance to the Corporation in the course of its preparation of the Preliminary Official Statement dated November 12, 2013 and the final Official Statement dated November 19, 2013 relating to the Bonds (collectively, together with all appendices thereto, the "Official Statement"). Rendering such assistance involved, among other things, discussions and inquiries concerning various legal and related matters and review of certain records, documents, and proceedings of the Corporation.

Based upon such participation, we are of the opinion that (i) the statements contained in the Preliminary Official Statement, as of its date and as of the date of the Bond Purchase Agreement, and the Official Statement, as of its date and as of the date hereof, under the captions "INTRODUCTION," "SOURCES OF PAYMENT AND SECURITY FOR THE SERIES 2013 H BONDS," "THE SERIES 2013 H BONDS" (other than the information contained in the subheading "Book-Entry Only System"), "SUMMARY OF THE MASTER INDENTURE, THE SERIES INDENTURE AND THE FINANCING AGREEMENT," "TAX EXEMPTION," "STATE NOT LIABLE ON SERIES 2013 H BONDS," and "COVENANT BY THE STATE" and APPENDICES C, D, E and G in all material respects, fairly summarize the provisions of the documents or matters of law indicated therein; and (ii) with respect to portions of the Official Statement not referred to herein, without having undertaken to determine independently, or to assume responsibility for, the accuracy, completeness or fairness thereof, and based

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solely on our participation in telephone conferences at which representatives of the Corporation, the Borrower, and the Underwriter were at various times present, nothing has come to our attention that would lead us to believe that such portions of the Official Statement, as of its date and as of the date hereof (excluding the financial information and the statistical data included in the Official Statement and the information respecting DTC as to which no view is expressed) contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading. Terms not otherwise defined herein shall have the meanings set forth in the Bond Purchase Agreement by and between the Corporation and Roosevelt & Cross, Incorporated dated November 19, 2013.

This letter is furnished by us solely for your benefit and may not be relied upon by any other person or entity. We disclaim any obligation to supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in the law that may hereafter occur.

Very truly yours,

Edwards Wildman Palmer LLP

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