

August 8, 2019

Town of Hempstead Local Development Corporation
Hempstead, New York

Roosevelt & Cross, Inc.
New York, New York

UMB Bank, N.A.
St. Louis Missouri

Re: \$2,470,000 Town of Hempstead Local Development Corporation
Tax-Exempt Revenue Refunding Bonds, Series 2019A-1
(Circulo Real Property Holding Corporation/Evergreen Charter School Project)

and

\$11,170,000 Town of Hempstead Local Development Corporation
Tax-Exempt Revenue Refunding Bonds, Series 2019A-2
(Circulo Real Property Holding Corporation/Evergreen Charter School Project)

and

\$900,000 Town of Hempstead Local Development Corporation
Taxable Revenue Refunding Bonds, Series 2019B
(Circulo Real Property Holding Corporation/Evergreen Charter School Project)

Ladies and Gentlemen:

We have acted as counsel to UMB Bank, N.A. (the "Trustee", in connection with: (i) the issuance of the \$2,470,000 Town of Hempstead Local Development Corporation Tax-Exempt Revenue Refunding Bonds, Series 2019A-1 (Circulo Real Property Holding Corporation/Evergreen Charter School Project) and \$11,170,000 Town of Hempstead Local Development Corporation Tax-Exempt Revenue Refunding Bonds, Series 2019A-2 (Circulo Real Property Holding Corporation/Evergreen Charter School Project) and \$900,000 Town of Hempstead Local Development Corporation Taxable Revenue Refunding Bonds, Series 2019B (Circulo Real Property Holding Corporation/Evergreen Charter School Project) (collectively, the "Bonds"), (ii) the Indenture of Trust, dated as of August 1, 2019, between the Town of Hempstead Local Development Corporation (the "Issuer") and the Trustee (the "Indenture") and (ii) the Continuing Disclosure Agreement, dated as of August 8, 2019, among Circulo Real Property Holding Corporation (the "Institution"), Evergreen Charter School (the "School") and the Trustee (the "CDA", together with the Indenture, collectively, the "Transaction Documents").

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In rendering the opinions set forth below, we have examined the originals, or copies certified to our satisfaction, of the documents listed above and such other agreements, documents, certificates and other statements of government officials and corporate officers of the Trustee and other papers as we deemed relevant and necessary as a basis for such opinions and have relied as to factual matters on representations, warranties and other statements therein. In such examination, we have assumed the genuineness of all signatures other than the signatures of the Trustee and the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies. We have also assumed the due authorization, execution and delivery of all instruments and agreements by the parties (other than the Trustee) thereto, and the authority and existence of such parties other than the Trustee.

Based upon the foregoing, we are of the opinion that:

(1) The Trustee has been duly organized and is validly existing in good standing as a national banking association under the laws of the United States of America with full corporate power to enter into and undertake the duties and obligations of the Trustee under the Transaction Documents and to deliver the Bonds.

(2) The Trustee has duly authorized, executed and delivered the Transaction Documents and has duly authenticated and delivered the Bonds.

(3) Assuming their respective due authorization, execution, and delivery by the Issuer and the Institution, as the case may be, the Transaction Documents constitute the legally valid and binding agreements of the Trustee, enforceable against the Trustee in accordance with their respective terms, except as enforcement thereof may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws relating to the enforcement of creditors' rights generally, and by general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law), including (i) the possible unavailability of specific performance, injunctive relief or any other equitable remedies and (ii) concepts of materiality, reasonableness, good faith and fair dealing.

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We are members of the New York Bar and do not hold ourselves out as experts on, nor do we express any opinion as to, the laws of any jurisdiction other than the laws of the State of New York and the Federal laws of the United States (excluding state and Federal anti-trust, tax, securities or "blue-sky" laws, ERISA laws, rules or regulations, or laws, rules and regulations relating to money laundering and terrorist groups (including any requirements imposed under the USA Patriot Act of 2001, as amended)). This opinion is for your benefit in connection with the issuance of the Bonds and may not be disclosed to or relied upon by any other person or by you for any other purpose without our prior written consent except that reference may be made to this opinion in any of the lists of closing documents relating to the issuance of the Bonds.

Very truly yours,



THOMPSON HINE LLP

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