



NIXON PEABODY LLP  
ATTORNEYS AT LAW  
OFFICE OF COUNSEL  
TO TAXPAYER/ISSUERS

Nixon Peabody LLP  
50 Jericho Quadrangle, Suite 300  
Jericho, New York 11753-2728  
516-832-7500

August 8, 2019

Town of Hempstead Local Development Corporation  
Hempstead, New York

UMB Bank, N.A., as Trustee  
St. Louis Missouri

Roosevelt & Cross, Inc.  
New York, New York

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 bond counsel to the Town of Hempstead Local Development Corporation (Town of Hempstead, New York) (the “**Issuer**”) in connection with the issuance on the date hereof by the Issuer of its \$2,470,000 Tax-Exempt Revenue Refunding Bonds, Series 2019A-1 (Circulo Real Property Holding Corporation/Evergreen Charter School Project) (the “**Series 2019A-1 Bonds**”), \$11,170,000 Tax-Exempt Revenue Refunding Bonds, Series 2019A-2 (Circulo Real Property Holding Corporation/Evergreen Charter School Project) (the “**Series 2019A-2 Bonds**”) and \$900,000 Taxable Revenue Refunding Bonds, Series 2019B (Circulo Real Property Holding Corporation/Evergreen Charter School Project) (the “**Series 2019B Bonds**”, and together with the Series 2019A-1 Bonds and the Series 2019A-2 Bonds, the “**Series 2019 Bonds**”).

Town of Hempstead Local Development Corporation  
UMB Bank, N.A., as Trustee  
Roosevelt & Cross, Inc.  
August 8, 2019  
Page 2

NIXON PEARSON LLP  
ATTORNEYS AT LAW  
NIXONPEARSON.COM  
@NIXONPEARSONLLP

As bond counsel, we have reviewed the Limited Offering Memorandum, dated August 8, 2019 (the “**Limited Offering Memorandum**”), in connection with the offer and sale of the Series 2019 Bonds. In the course of such review, we met in conferences and/or had telephone conversations with certain officers and representatives of the Issuer, Circulo Real Property Holding Corporation (the “**Institution**”), Circulo de la Hispanidad, Inc. (the “**Organization**”) Evergreen Charter School (the “**School**”), Roosevelt & Cross, Inc. (the “**Underwriter**”) and UMB Bank, N.A., as trustee (the “**Trustee**”), during which the contents of such Limited Offering Memorandum and related matters were discussed and revised. We have not independently verified the accuracy, completeness or fairness of the statements contained in the Limited Offering Memorandum, and the limitations inherent in the examination made by us and the knowledge available to us are such that we are unable to assume, and we do not assume, any responsibility for (and nothing herein shall be deemed to be an assumption by us of any responsibility for) the accuracy, completeness or fairness of the statements contained in the Limited Offering Memorandum.

As bond counsel, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such instruments, certificates and documents (including all documents constituting the Transcript of Proceedings) with respect to the issuance of the Series 2019 Bonds as we have deemed necessary or appropriate for the purposes of the opinions rendered below. In such examination, we have assumed the genuineness of all signatures, the authenticity and due execution of all documents submitted to us as originals and the conformity to the original documents of all documents submitted to us as copies. As to any facts material to our opinion we have relied, without having made any independent investigation, upon the aforesaid instruments, certificates and documents. Terms not otherwise used herein shall have the meanings ascribed to such terms in Schedule A to Appendix D in the Limited Offering Memorandum.

In addition, in rendering the opinions set forth below, we have relied upon the opinions of Ryan, Brennan & Donnelly, LLP, Floral Park, New York; counsel to the Institution and the Organization, Moritt, Hock & Hamroff LLP, Garden City, New York; counsel to the School, Harris Beach PLLC, Uniondale, New York; counsel to the Trustee, Thompson Hine LLP, New York, New York, all of even date herewith. Copies of the aforementioned opinions are contained in the Transcript of Proceedings.

Based upon and subject to the foregoing, we are of the opinion that:

1. The sale of the Series 2019 Bonds and the issuance and delivery on the date hereof of the Series 2019 Bonds, under the circumstances contemplated by the Indenture of Trust, dated as of August 1, 2019 (the “**Indenture**”), between the Issuer and the Trustee, do not require registration of the Series 2019 Bonds under the Securities Act of 1933, as amended, and

Town of Hempstead Local Development Corporation  
UMB Bank, N.A., as Trustee  
Roosevelt & Cross, Inc.  
August 8, 2019  
Page 3

NIXON PEABODY LLP  
ATTORNEYS AT LAW  
NIXONPEABODY.COM  
@NIXONPEABODYLLP

the execution and delivery of the Indenture, under the circumstances contemplated thereby, does not require qualification of the Indenture under the Trust Indenture Act of 1939, as amended.

2. Although, as stated above, we assume no responsibility for the factual accuracy or completeness of the Limited Offering Memorandum, to the extent the portions of the Limited Offering Memorandum on the cover page and under the captions "THE BONDS" (except for the information contained under the heading "the DTC Book-Entry-Only System" as to which no opinion is expressed), "SECURITY FOR THE BONDS", and "TAX MATTERS" and in "APPENDIX C" and in "APPENDIX D" to the Limited Offering Memorandum purport to summarize certain provisions of the Series 2019 Bonds, the Indenture and the Loan Agreement and to describe the Issuer and the exclusion of interest on the Series 2019A-1 Bonds and the Series 2019A-2 Bonds from gross income for federal income tax purposes, they present a fair summary and description.

This opinion is addressed solely to you and may not be relied upon by any other person without our express written opinion.

Very truly yours,

A handwritten signature in black ink, appearing to read "Nixon Peabody LLP", with a stylized flourish at the end.