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December 27, 2017

Ontario County Local Development Corporation
Canandaigua, New York

The Bank of New York Mellon, as Trustee
Pittsburgh, Pennsylvania

Key Government Finance, Inc., as Purchaser
Syracuse, New York

Re: \$33,400,000 Ontario County Local Development Corporation
Revenue Refunding Bonds, Series 2017A
(The Frederick Ferris Thompson Hospital Project)

and

\$2,480,000 Ontario County Local Development Corporation
Taxable Revenue Refunding Bonds, Series 2017B
(The Frederick Ferris Thompson Hospital Project)

Ladies and Gentlemen:

We have acted as bond counsel to the Ontario County Local Development Corporation (Ontario County, New York) (the “**Issuer**”), in connection with the issuance on the date hereof by the Issuer of its \$33,400,000 Ontario County Local Development Corporation Revenue Refunding Bonds, Series 2017A (The Frederick Ferris Thompson Hospital Project) (the “**Series 2017A Bonds**”) and its \$2,480,000 Ontario County Local Development Corporation Taxable Revenue Refunding Bonds, Series 2017B (The Frederick Ferris Thompson Hospital Project) (the “**Series 2017B Bonds**”); and, together with the Series 2017A Bonds, the “**Series 2017 Bonds**”). The Series 2017 Bonds are authorized to be issued pursuant to:

- (i) Section 1411 of the New York Not-for-Profit Corporation Law (the “**Act**”),
- (ii) the Bond Resolution duly adopted by the Issuer on December 11, 2017 (the “**Resolution**”), and
- (iii) the Indenture of Trust, dated as of December 1, 2017 (the “**Indenture**”), by and between the Issuer and The Bank of New York Mellon, as trustee for the benefit of the holders of

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the Series 2017 Bonds (the “**Trustee**”). The Series 2017 Bonds were issued to finance or refinance the costs of acquisition, construction, renovating and equipping of certain hospital and nursing home facilities (collectively, the “**Series 2017 Project**”).

The Issuer will loan the proceeds of the Series 2017 Bonds to The Frederick Ferris Thompson Hospital (the “**Hospital**”) pursuant to the terms of a Loan Agreement, dated as of December 1, 2017 (the “**Loan Agreement**”), between the Issuer and the Hospital. The Issuer has assigned to the Trustee as security for the Series 2017 Bonds, for the benefit of the holders of the Series 2017 Bonds, substantially all of its rights under the Loan Agreement pursuant to the Indenture. The Issuer and the Hospital have entered into a Tax Regulatory Agreement, dated the date hereof (the “**Tax Regulatory Agreement**”), in which the Issuer and the Hospital have made certain representations and covenants, established certain conditions and limitations and created certain expectations, relating to compliance with the requirements imposed by the Internal Revenue Code of 1986, as amended (the “**Code**”). Key Government Finance, Inc. (the “**Purchaser**”) has agreed to purchase the Series 2017 Bonds pursuant to the terms of a Bond Purchase and Continuing Covenants Agreement, dated December 27, 2017 (the “**Bond Purchase and Continuing Covenants Agreement**”), between the Hospital and the Purchaser.

The F.F. Thompson Foundation, Inc. (the “**Foundation**”) has agreed to guaranty the obligations of the Hospital under the Loan Agreement pursuant to the terms of a certain Guaranty Agreement, dated as of December 1, 2017 (the “**Guaranty**”), from the Foundation to the Trustee. The Foundation and the Hospital have also entered into a Pledge and Security Agreement, dated as of December 1, 2017 (the “**Pledge and Security Agreement**”), in order to secure their respective obligations under the Loan Agreement and the Guaranty.

The Series 2017 Bonds are dated December 27, 2017 (the “**Closing Date**”), and bear interest from the date thereof at the rates and pursuant to the respective terms of the Series 2017 Bonds. The Series 2017 Bonds are subject to prepayment or redemption prior to maturity, as a whole or in part, at such time or times, under such circumstances and in such manner as is set forth in the Series 2017 Bonds and the Indenture.

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 2017 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, without having conducted any independent investigation, we have relied upon, and assumed the accuracy and truthfulness of, the aforesaid instruments, certificates and documents.

Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned in the Schedule of Definitions attached as Schedule A to the Indenture.

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In rendering the opinions set forth below, we have relied upon, among other things, certain representations and covenants made by the parties in this transaction including: (i) the Hospital in (a) the Bond Purchase and Continuing Covenants Agreement, (b) the Tax Regulatory Agreement, (c) the Loan Agreement, (d) the Closing Certificate of the Hospital, dated the date hereof, and (e) the Bond Counsel Questionnaire submitted to us by the Hospital, as amended and supplemented, and (ii) the Issuer in (a) the Indenture, (b) the Tax Regulatory Agreement, (c) the Loan Agreement, and (d) the Closing Certificate of the Issuer, dated the date hereof. We call your attention to the fact that there are certain requirements with which the Issuer and the Hospital must comply after the date of issuance of the Series 2017A Bonds in order for the interest on the Series 2017A Bonds to remain excluded from gross income for Federal income tax purposes. Copies of the aforementioned documents are included in the Transcript of Proceedings.

In addition, in rendering the opinions set forth below, we have relied upon the opinions of counsel to the Issuer, Underberg & Kessler LLP, Rochester, New York; counsel to the Hospital, Bond, Schoeneck & King, PLLC, Syracuse, New York; and counsel to the Trustee, Buchanan Ingersoll & Rooney PC, 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 Issuer is a duly organized and existing corporate entity constituting a local development corporation of the State of New York.
2. The Issuer is duly authorized to issue, execute, sell and deliver the Series 2017 Bonds, for the purpose of paying the costs of the Series 2017 Project described above.
3. The Resolution has been duly adopted by the Issuer and is in full force and effect.
4. The Indenture, the Tax Regulatory Agreement and the Loan Agreement have been duly authorized, executed and delivered by the Issuer and assuming the due authorization, execution and delivery thereof by the other parties thereto, are legal, valid and binding obligations of the Issuer, enforceable against the Issuer in accordance with their respective terms.
5. The Series 2017 Bonds have been duly authorized, executed and delivered by the Issuer and are legal, valid and binding special obligations of the Issuer payable solely from the revenues derived from the Loan Agreement, enforceable against the Issuer in accordance with their respective terms.
6. The Series 2017 Bonds do not constitute a debt of the State of New York or of Ontario County, New York, and neither the State of New York nor Ontario County, New York, will be liable thereon.

7. The Code sets forth certain requirements which must be met subsequent to the issuance and delivery of the Series 2017A Bonds for interest thereon to be and remain excluded from gross income for Federal income tax purposes. Noncompliance with such requirements could cause the interest on the Series 2017A Bonds to be included in gross income for Federal income tax purposes retroactive to the date of issuance of the Series 2017A Bonds. Pursuant to the Indenture, the Loan Agreement and the Tax Regulatory Agreement, the Issuer and the Hospital have covenanted to comply with the applicable requirements of the Code in order to maintain the exclusion of the interest on the Series 2017A Bonds from gross income for Federal income tax purposes pursuant to Section 103 of the Code. In addition, the Issuer and the Hospital have made certain representations and certifications in the Indenture, the Loan Agreement and the Tax Regulatory Agreement. We are also relying on the opinion of counsel to the Hospital, as to all matters concerning the status of the Hospital as an organization described in Section 501(c)(3) of the Code and exempt from Federal income tax under Section 501(a) of the Code. We have not independently verified the accuracy of those certifications and representations or that opinion.

Under existing law, assuming compliance with the tax covenants described herein and the accuracy of the aforementioned representations and certifications, interest on the Series 2017A Bonds is excluded from gross income for Federal income tax purposes under Section 103 of the Code. We are also of the opinion that such interest is not treated as a preference item in calculating the alternative minimum tax imposed under the Code with respect to individuals and corporations. We express no opinion regarding whether interest on the Series 2017A Bonds is included in the adjusted current earnings of certain corporations for purposes of computing the alternative minimum tax imposed on such corporations.

8. Interest on the Series 2017A Bonds is exempt from personal income taxes imposed by the State of New York or any political subdivision of the State of New York (including The City of New York), assuming compliance with the tax covenants and the accuracy of the representations and certifications in paragraph 7 herein.

9. Interest on the Series 2017B Bonds is not excluded from gross income for Federal income tax purposes under Section 103 of the Code.

10. Interest on the Series 2017B Bonds is not exempt from personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York).

Except as stated in the paragraphs 7, 8, 9 and 10 above, we express no opinion as to any other Federal, state or local tax consequences of the ownership or disposition of the Series 2017 Bonds. Furthermore, we express no opinion as to any Federal, state or local tax law consequences with respect to the Series 2017 Bonds, or the interest thereon, if any action is taken with respect to the Series 2017 Bonds or the proceeds thereof upon the advice or approval of other counsel.

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The foregoing opinions are qualified to the extent that the enforceability of the Series 2017 Bonds, the Indenture, the Loan Agreement and the Tax Regulatory Agreement may be limited by bankruptcy, insolvency or other laws or enactments now or hereafter enacted by the State of New York or the United States affecting the enforcement of creditors' rights and by restrictions on the availability of equitable remedies and to the extent, if any, that enforceability of the indemnification provisions of such documents may be limited under law. We express no opinion with respect to the availability of any specific remedy provided for in any of the bond documents.

In rendering the foregoing opinions, we are not passing upon and do not assume any responsibility for the accuracy, completeness, sufficiency or fairness of any documents, information or financial data supplied by the Issuer, the Hospital or the Trustee in connection with the Series 2017 Bonds, the Bond Purchase and Continuing Covenants Agreement, the Indenture, the Loan Agreement, the Tax Regulatory Agreement, the Guaranty, the Pledge and Security Agreement or the Series 2017 Project and make no representation that we have independently verified the accuracy, completeness, sufficiency or fairness of any such documents, information or financial data.

We express no opinion herein with respect to the registration requirements under the Securities Act of 1933, as amended, the registration or qualification requirements under the Trust Indenture Act of 1939, as amended, the registration, qualification or other requirements of State Securities laws or the availability of exemptions therefrom.

We express no opinion as to the sufficiency of the description of the Facility contained in the Loan Agreement or the other Bond Documents or as to the adequacy, perfection or priority of any security interest in any collateral securing the Series 2017 Bonds.

Furthermore, we express no opinion with respect to whether the Issuer and the Hospital (i) have complied with the State Environmental Quality Review Act, (ii) have obtained any or all necessary governmental approvals, consents or permits, or (iii) have complied with the New York Labor Law or other applicable laws, rules, regulations, orders and zoning and building codes, all in connection with the renovation, construction, equipping, furnishing and operation of the Facility and the loan of the proceeds of the Series 2017 Bonds for the Series 2017 Project by the Issuer to the Hospital.

The opinions expressed herein may be relied upon by the addressees and may not be relied upon by any other person without our prior written consent.

Very truly yours,

