

December 27, 2017

The Bank of New York Mellon  
New York, New York

Ontario County Local Development Corporation  
Canandaigua, New York

Key Government Finance, Inc.  
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  
Revenue Refunding Bonds, Series 2017B  
(The Frederick Ferris Thompson Hospital Project)

Ladies and Gentlemen:

We have acted as counsel to The Bank of New York Mellon (“BNYM”) in connection with its appointment by the Ontario County Local Development Corporation (the “Issuer”) as Trustee under the Indenture of Trust, dated as of December 1, 2017 (the “Indenture”) relating to the Issuer’s \$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 Revenue Refunding Bonds, Series 2017B (The Frederick Ferris Thompson Hospital Project) (collectively, the “Bonds”). Unless otherwise defined herein, capitalized terms used herein shall have the same meaning ascribed to them in the Indenture.

We have examined the Indenture, the Series 2017A Promissory Note (from Hospital to Issuer), together with Endorsement of Series 2017A Promissory Note (from Issuer to Trustee), the Series 2017B Promissory Note (from Hospital to Issuer), together with Endorsement of Series 2017B Promissory Note (from Issuer to Trustee), the Pledge and Security Agreement (from Hospital and Foundation to Trustee), the Guaranty Agreement (from Foundation to Trustee), the Tax Regulatory Agreement between Issuer and Hospital and acknowledged by the Trustee and all closing certificates executed by the Trustee in connection with the transaction as well as all originals or photostatic or certified copies of such records of BNYM, certificates of

The Bank of New York Mellon  
Ontario County Local Development Corporation  
Key Government Finance, Inc.  
December 27, 2017  
Page - 2 -

officers of BNYM and of public officials, and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below.

In such examination we have assumed the genuineness of all signatures (other than those of BNYM), the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such latter documents. As to questions of fact material to our opinion, we have relied, without independent investigation or verification, upon certain representations and warranties and statements of fact contained in the documents which we have examined. In rendering the opinions set forth below, we have assumed the due authorization, execution and delivery by the parties thereto (other than BNYM) of all documents referred to herein.

On the basis of the foregoing, we advise you that in our opinion:

1. BNYM has been duly organized and is validly existing and in good standing as a banking corporation duly organized and existing under the laws of the State of New York.
2. BNYM has full corporate trust power and Corporation to enter into and perform its obligations under the Indenture and the Bonds and has duly accepted its duties and obligations pursuant to the Indenture.
3. BNYM has duly authorized the acceptance of its obligations under the Indenture and such obligations are valid, binding and enforceable against it in accordance with its terms, except that such enforceability may be subject (a) to applicable bankruptcy, insolvency, reorganization, and other similar laws of affecting the rights of creditors generally, and (b) to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).
4. The acceptance by BNYM of its obligations under the Indenture and the execution and delivery by BNYM of the Indenture does not require any consent, approval or authorization of, or any registration or filing with, any governmental Corporation having jurisdiction over the trust powers of BNYM, other than those consents, approvals or authorizations as have been obtained.

We are members of the New York bar. We do not express any opinion concerning any law, rule, regulation or administrative regulation other than the law of the State of New York and the federal law of the United States.

The Bank of New York Mellon  
Ontario County Local Development Corporation  
Key Government Finance, Inc.  
December 27, 2017  
Page - 3 -

This letter is intended solely for your benefit and, without our express written consent, may not be relied upon by any other person or other than in connection with the issuance of the Bonds except that this letter may be provided to your professional advisors, government regulator or as otherwise required by law.

Very truly yours,

*Buchanan Ingersoll & Rooney PC*

DJF