

# HAYNSWORTH SINKLER BOYD

HAYNSWORTH SINKLER BOYD, P.A.  
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December 19, 2018

BB&T Capital Markets, a division of BB&T Securities, LLC  
Richmond, Virginia

Re: \$32,840,000 Oconee County Industrial Development Authority Revenue Bonds (Presbyterian Village Athens Project) Fixed Rate Series 2018A-1 (the “*Series 2018A-1 Bonds*”)

\$10,000,000 Oconee County Industrial Development Authority Revenue Bonds (Presbyterian Village Athens Project) Adjustable Rate Series 2018A-2 (the “*Series 2018A-2 Bonds*”)

\$10,000,000 Oconee County Industrial Development Authority Revenue Bonds (Presbyterian Village Athens Project) Entrance Fee Series 2018A-3 (the “*Series 2018A-3 Bonds*”)

Ladies and Gentlemen:

We have acted as your counsel in connection with the issuance and sale by the Oconee County Industrial Development Authority (the “*Issuer*”), and your purchase from the Issuer, of the Series 2018A-1, the Series 2018A-2 Bonds and the Series 2018A-3 Bonds (collectively, the “*Bonds*”) pursuant to the Bond Purchase Agreement dated December 6, 2018 (the “*Bond Purchase Agreement*”), among you, the Issuer and Westminster Presbyterian Homes, Inc. (the “*Borrower*”). Capitalized terms used but not defined herein have the meanings given such terms in the Bond Purchase Agreement and the Official Statement (as hereinafter defined).

We have examined such documents, records and matters of law as we have deemed necessary for the purposes of this opinion and, based thereon, we are of the opinion that it is not necessary in connection with the sale of the Bonds as contemplated by the Official Statement dated December 6, 2018 (the “*Official Statement*”), to register the Bonds under the Securities Act of 1933, as amended, or to qualify the Bond Trust Indenture dated as of December 1, 2018 between the Issuer and Branch Banking and Trust Company, as bond trustee, under the Trust Indenture Act of 1939, as amended.

We have also reviewed the Continuing Disclosure Certificate which will be made by the Borrower for the benefit of the beneficial owners of the Bonds and are of the opinion that the Continuing Disclosure Certificate complies in all material respects with the requirements set forth in Section (b)(5) of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended.

We have not independently verified and are not passing upon, and do not assume any responsibility for, the accuracy, completeness or fairness of the information contained in the Official Statement. Based, however, solely on our participation in the preparation of the Official Statement and discussions with your representatives, representatives of and counsel for the Borrower, representatives of Dixon Hughes Goodman LLP, the feasibility consultants, who prepared the Financial Feasibility Study dated November 12, 2018 for the Borrower, contained in the Official Statement, counsel for the Issuer and Bond Counsel, no facts have come to our attention that cause us to believe that the Official Statement, as of its date and as of the date hereof (apart from (i) CUSIP numbers, (ii) the information relating to The Depository Trust Company and

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its book entry only system, (iii) the financial statements or other financial, operating, statistical, numerical, demographic or accounting data or forecasts contained therein, (iv) the information concerning the Issuer contained or incorporated by reference under the captions "INTRODUCTION - The Issuer," "THE ISSUER" and "LITIGATION - The Issuer", and (v) the information contained in "TAX MATTERS," the form of Bond Counsel opinion in APPENDIX E and the Financial Feasibility Study in APPENDIX B, as to all of which we do not express any conclusion or belief), contains any untrue statement of a material fact or omits to state a material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading.

By acceptance of this letter you recognize and acknowledge that: (i) the preceding paragraph is not a legal opinion but is rather in the nature of negative observations based on certain limited activities performed by specific lawyers in our firm in our role as Underwriter's counsel; (ii) the scope of those activities performed by us for purposes of delivering this letter was inherently limited and does not purport to encompass all activities necessary for compliance with applicable securities laws; and (iii) those activities performed by us rely on third party representations, warranties, certifications, statements and opinions, including and primarily, representations, warranties and certifications made by the Issuer and the Borrower, and are otherwise subject to the conditions set forth herein.

In rendering the opinions above and the belief regarding the Official Statement set forth above, we have assumed that the Bonds are the valid obligations of the Issuer and that the interest income on the Bonds will not, under current law and for the reasons set forth in the Official Statement, be includible in the gross income of the owners thereof for federal income tax purposes, except as otherwise described in the Final Official Statement. We have not been asked to express, and are not expressing, any opinion or belief as to such matters. The opinion of Butler Snow LLP, bond counsel, delivered to you on the date hereof, expresses such opinions.

We have also assumed (without expressing any opinion thereon) that the Borrower is (i) an organization described in Section 501(c)(3) of the Code and (ii) organized and operated exclusively for educational, charitable or benevolent purposes and not for pecuniary profit, and no part of its net earnings inures to the benefit of any person, private stockholder or individual. The opinion of Drew Eckl & Farnham, LLP, counsel for the Borrower, delivered to you on the date hereof, expresses such opinions with respect to the Borrower.

In rendering the opinions above and the statement regarding the Official Statement set forth above, we have assumed the authenticity of, and the genuineness of the signatures on, the documents, records and other instruments examined by us, that the person or persons who affixed such signature or signatures to such documents had authority to do so, including corporate or fiduciary authority, that the documents submitted to us as copies conform to original documents and the correctness of all statements of fact contained therein. In addition, we assume no responsibility for updating this opinion to take into account any event, action, interpretation or change of law occurring subsequent to the date hereof that may affect the validity of the opinion or belief expressed herein.

This opinion is furnished by us, as your counsel, to you solely for the benefit of the Underwriter and solely with respect to the Underwriter's purchase of the Bonds from the Issuer upon the understanding that we are not hereby assuming any professional responsibility to any other person whatsoever, including, without

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limitation, any owner of a Bond (other than the Underwriter), any party claiming rights through any owner of a Bond by subrogation or otherwise or any credit facility provider.

Very truly yours,

HAYNSWORTH SINKLER BOYD, P.A.

*Haynsworth Sinkler Boyd, P.A.*