

FORM OF FINAL OPINION OF BOND COUNSEL

[Letterhead of Quint& Thimmig LLP]

June 3, 2020

Board of Directors of the
San Gorgonio Memorial Healthcare District
600 North Highland Springs Avenue
Banning, California 92220

OPINION: \$_____ San Gorgonio Memorial Healthcare District (Riverside County, California) 2020 General Obligation Refunding Bonds

Members of the Board of Directors:

We have acted as bond counsel to the San Gorgonio Memorial Healthcare District (the "District") in connection with the issuance by the District of \$_____ principal amount of San Gorgonio Memorial Healthcare District (Riverside County, California) 2020 General Obligation Refunding Bonds (the "Bonds"), pursuant to Article 9 of Chapter 3 (commencing with section 53550) of Division 2 of Title 5 of the California Government Code (the "Act"), and Resolution No. ____, adopted by the Board of Directors of the District on May 5, 2020 (the "Resolution"). We have examined the law and such certified proceedings and other papers as we deemed necessary to render this opinion.

As to questions of fact material to our opinion, we have relied upon representations of the Board contained in the Resolution and in the certified proceedings and certifications of public officials and others furnished to us, without undertaking to verify such facts by independent investigation.

Based upon our examination, we are of the opinion, as of the date hereof, that:

1. The District is duly created and validly existing as a local health care district with the power to cause the Board to issue the Bonds and to perform its obligations under the Resolutions and the Bonds.

2. The Resolution has been duly adopted by the District and creates a valid first lien on the funds pledged under the Board Resolution for the security of the Bonds.

3. The Bonds have been duly authorized, executed and delivered by the Board and the Bonds are valid and binding general obligations of the District. The Board is required under the Act to levy a tax upon all taxable property in the District for the interest and redemption of all outstanding bonds of the District, including the Bonds. The Bonds are payable from an *ad valorem* tax levied without limitation as to rate or amount.

4. Subject to the District's compliance with certain covenants, interest on the Bonds is excludable from gross income of the owners thereof for federal income tax purposes and is not

included as an item of tax preference in computing the alternative minimum tax for individuals under the Internal Revenue Code of 1986, as amended. Failure to comply with certain of such District covenants could cause interest on the Bonds to be includible in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds. In rendering our opinion on tax exemption, we have relied on the opinion of Best Best & Kreiger LLP, counsel to the San Gorgonio Memorial Hospital (the "Corporation"), operator of the District's hospital facilities pursuant to a lease, that the Corporation is a 501(c)(3) organization and certain other matters.

5. The interest on the Bonds is exempt from personal income taxation imposed by the State of California.

Ownership of the Bonds may result in other tax consequences to certain taxpayers, and we express no opinion regarding any such collateral consequences arising with respect to the Bonds.

The rights of the owners of the Bonds and the enforceability of the Bonds and the Resolution may be subject to the bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted and also may be subject to the exercise of judicial discretion in accordance with general principles of equity.

Our opinion represents our legal judgment based upon such review of the law and the facts that we deem relevant to render our opinion and is not a guarantee of a result. This opinion is given as of the date hereof and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Respectfully submitted,