

June 22, 2022

Gilmore & Bell, P.C.
Wichita, Kansas

Homestead Senior Residences Bel Aire, LLC
Holton, Kansas

Governing Body
City of Bel Aire, Kansas

Re: Not to Exceed \$8,000,000
City of Bel Aire, Kansas
Multifamily Housing Revenue Bonds
Series 2022
(Homestead Senior Residences Bel Aire, LLC)
(the "Bonds")

Ladies and Gentlemen:

I am City Attorney for the City of Bel Aire, Kansas (the "Issuer"), and acting as its counsel, I have advised the Issuer in connection with its Ordinance No. 689 (the "Ordinance"); a Site Lease dated as of June 1, 2022, between the Issuer and Homestead Senior Residences Bel Aire, LLC (the "Tenant"); a Project Lease dated as of June 1, 2022, between the Issuer and the Tenant; a Trust Indenture dated as of June 1, 2022 between the Issuer, and Security Bank of Kansas City, Kansas City, Kansas, as Trustee; a Bond Purchase Agreement among the Issuer, the Tenant and Homestead Senior Residences Bel Aire, LLC, Holton, Kansas, as Original Purchaser, and an Assignment of Site Lease and Project Lease (collectively, the "Bond Documents") and certain other certificates and proceedings relating to the issuance by the Issuer of the Bonds and the execution and delivery by officials of the Issuer of the Bond Documents.

Acting as such City Attorney, I have become acquainted with the affairs of the Issuer pertaining to the Bonds, and I have examined such documents, certificates and records, and have made such investigations as I have deemed necessary in order to give the opinions expressed herein.

You are advised that, in my opinion:

1. The Issuer is a municipal corporation incorporated as a city of the second class, duly organized and existing under the laws of the State of Kansas.
2. The Issuer, acting through a majority of its governing body, did pass the Ordinance on May 17, 2022; it has been signed and published as required by law, and is now in full force and effect.

3. The Issuer has full power and authority to issue the Bonds and to execute and deliver the Bond Documents and all other documents reasonably necessary in connection with the transactions contemplated thereby, and the Bonds and the Bond Documents have been executed and delivered by the Issuer in the manner authorized by law and the Ordinance, enforceable in accordance with their terms, except to the extent limited by or subject to bankruptcy, insolvency, reorganization, moratorium or other laws affecting creditors' rights, principal of equity or the exercise of judicial discretion.

4. To my actual knowledge, after reasonable investigation, the enactment of the Ordinance, and the execution, delivery and performance of the Bond Documents do not and will not conflict with or constitute on the part of the Issuer a breach or default under (i) any ordinance, agreement, indenture or instrument to which the Issuer is a party, or by which it or any of its property may be bound, or (ii) any regulation, decree or order of any court, agency or governmental body having jurisdiction over the Issuer or any of its property.

5. To my actual knowledge, after reasonable investigation, there is no litigation, proceeding or investigation pending in any court or before any administrative agency or body, or to the knowledge of the officials of the Issuer, threatened, (i) to restrain or enjoin the issuance or delivery of the Bonds, or the execution, delivery or performance by the Issuer of its obligations under the Bond Documents; (ii) in any way contesting or affecting the validity or enforceability of the Ordinance, the Bonds or the Bond Documents; (iii) contesting the powers of the Issuer to issue the Bonds or enter into the Bond Documents; (iv) challenging the acquisition, equipping or operation of the Project (as defined in the Bond Documents); or (v) affecting in any manner the organization of the Issuer or its status as an incorporated city of the State of Kansas.

No authority or proceeding for the issuance of the Bonds or the execution and delivery of the Bond Documents has been repealed, revoked or rescinded.

I have not been engaged nor have I undertaken to review the accuracy completeness or sufficiency of any offering material relating to the Bonds, except as to the information contained therein regarding the Issuer, and I otherwise express no opinion relating thereto.

No opinion is expressed regarding the includability in gross income for Federal income tax purposes, or the exemption from taxation under the laws of the State of Kansas, present or future, of the interest on the Bonds.

Very truly yours,