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February 11, 2021

RBC Capital Markets, LLC
Los Angeles, California

Cabrera Capital Markets, LLC
Los Angeles, California

Re: \$19,765,000 Successor Agency to the Redevelopment Agency of the City of Long Beach Tax Allocation Refunding Bonds, Series 2021

Ladies and Gentlemen:

We have acted as counsel to you in connection with the execution and delivery of a Bond Purchase Agreement, dated January 28, 2021 (the "Purchase Contract"), by and between the Successor Agency to the Redevelopment Agency of the City of Long Beach (the "Agency") and RBC Capital Markets, LLC, as Representative of the Underwriters, relating to the purchase and sale of \$19,765,000 Successor Agency to the Redevelopment Agency of the City of Long Beach Tax Allocation Refunding Bonds, Series 2021 (the "Bonds"). The Bonds have been authorized pursuant to the provisions of Section 34177.5 of the California Health and Safety Code and Section 53580 et seq. of the California Government Code, Resolution No. S.A. 01-2020 adopted by the Agency on September 15, 2020, and an Indenture of Trust, dated as of July 1, 2015, as amended and supplemented by a First Supplemental Indenture of Trust, dated as of February 1, 2021 (together, the "Indenture"), each by and between the Agency and U.S. Bank National Association, as trustee. Capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Purchase Contract.

In connection with such representation, we have reviewed such records, opinions, certificates and documents of the Agency, among others, including the Indenture and a Continuing Disclosure Certificate, dated as of February 1, 2021 (the "Continuing Disclosure Certificate") by the Agency and accepted and agreed to by the County of Los Angeles Redevelopment Refunding Authority, as dissemination agent, as well as a Preliminary Official Statement, dated January 21, 2021 (the "Preliminary Official Statement"), and an Official Statement, dated January 28, 2021 (the "Official Statement"), pursuant to which the Bonds were offered, and we have made such investigations of law as we have deemed appropriate for the conclusions hereinafter expressed.

On the basis of the foregoing and in reliance thereon, we are of the opinion that the Bonds are exempt from registration under the Securities Act of 1933, as amended, and the Indenture is exempt from qualification under the Trust Indenture Act of 1939, as amended.

In addition, based on the foregoing, we are of the opinion that the undertaking by the Agency pursuant to the Continuing Disclosure Certificate satisfies the requirements of Rule 15c2-12 promulgated by the Securities and Exchange Commission (“Rule 15c2-12”).

We are not passing on and have not undertaken to determine independently or assume any responsibility for the accuracy, completeness or fairness of the statements contained in the Preliminary Official Statement and the Official Statement, and we make no representation to you concerning the accuracy, completeness or fairness of such statements. However, on the basis of our conferences and discussions with representatives of the Agency, the Agency’s municipal advisor, Bond Counsel, Disclosure Counsel and yourselves, during which the contents of the Preliminary Official Statement and the Official Statement and related matters were discussed, and on the basis of our examination of the documents and matters referred to above, nothing has come to the attention of the attorneys in our firm rendering legal services in connection with the issuance of the Bonds that caused us to believe that the Preliminary Official Statement, as of its date and as of the date of sale of the Bonds, or the Official Statement, as of its date and as of the date hereof (except, in the case of the Preliminary Official Statement, the omissions therefrom permitted under Rule 15c2-12, and, in the case of each of the Preliminary Official Statement and the Official Statement, for any CUSIP data, financial, statistical, engineering, economic or demographic data or forecasts, numbers, charts, tables, graphs, estimates, projections, assumptions or expressions of opinions, maps or any information about book-entry or DTC, the information contained in all of the Appendices, the information under the captions “TAX MATTERS” and “CONCLUDING INFORMATION - Underwriting,” any information relating the bond insurer or any related insurance, or the information relating to the pricing of the Bonds set forth on the inside cover thereof, as to which, with your permission, we express no opinion or view), contained or contains any untrue statement of a material fact or omitted or omits to state a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading.

In this connection, however, we must advise you that the limitations inherent in the examination made by us and the knowledge available to us are such that we are unable to assume, and do not assume, any responsibility for, nor have we independently verified, the accuracy, completeness or fairness of the statements contained in the Preliminary Official Statement and the Official Statement. We further advise you that during the period from the date of the Official Statement to the date of this opinion, except for our review of the certificates and opinions regarding the Preliminary Official Statement and the Official Statement delivered on the date hereof, we have not undertaken any procedures or taken any actions which were intended or likely

to elicit information concerning the accuracy, completeness or fairness of the statements made in the Preliminary Official Statement and the Official Statement.

In rendering our opinion, we are expressing no opinion on the validity of the Bonds or on the exclusion of interest on the Bonds from the gross income of the holders thereof for federal income tax purposes or the exemption of interest on the Bonds from State of California personal income taxes. We understand you are relying on the opinion of Bond Counsel in that regard.

This opinion letter is rendered pursuant to the Purchase Contract solely to and for the benefit of the persons to whom it is addressed in connection with the matter described above; accordingly, it may not be quoted or otherwise delivered to or relied upon by any other person (including, without limitation, any person who acquires the Bonds from the persons to whom this letter is addressed) or used for any other purpose without our prior written consent. Our engagement with respect to this matter does not extend beyond the date hereof, and we disclaim any obligation to update this letter.

Very truly yours,

