



February 11, 2021

Successor Agency to the Redevelopment Agency of the
City of Long Beach
Long Beach, California

RBC Capital Markets, LLC, on behalf of itself and
as representative of Cabrera Capital Markets, LLC
Los Angeles, California

Assured Guaranty Municipal Corp.
New York, New York

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 for U.S. Bank National Association, a national banking association (the “Trustee”), in connection with the First Supplemental Indenture of Trust, dated as of February 1, 2021 (the “Supplemental Indenture”), by and between the Successor Agency to the Redevelopment Agency of the City of Long Beach (the “Successor Agency”) and the Trustee, as trustee, related to the above-referenced bonds (the “Bonds”). The Supplemental Indenture is supplemental to the Original Indenture (as such term is defined in the Supplemental Indenture, and the Supplemental Indenture and the Original Indenture are referred to herein, together, as the “Indenture”). We are generally familiar with the Articles of Association and the Bylaws of the Trustee and are also familiar with the corporate proceedings of the Trustee with regard to its authorization, execution and delivery of the Supplemental Indenture and the Series 2021 Escrow Agreement. Capitalized terms used herein shall have the respective meanings ascribed to them in the Indenture, except as otherwise defined herein.

We have examined such documents and have reviewed such questions of law as we have considered necessary and appropriate for purposes of this opinion. In such review, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity with originals of all documents submitted to us as copies. Where questions of fact material to our opinions expressed below were not established independently, we have relied upon statements of officers of the Trustee as contained in certificates of officers of the Trustee.

Based upon the foregoing, we are of the opinion that:

1. The Trustee is a national banking association duly organized, validly existing and in good standing under the laws of the United States of America and is authorized to exercise trust powers.
2. The Trustee has all requisite corporate power, authority and legal right to execute and deliver the Supplemental Indenture and the Series 2021 Escrow Agreement and has authorized the execution and delivery of the Supplemental Indenture and the Series 2021 Escrow Agreement.
3. The Trustee has duly authorized, executed and delivered the Supplemental Indenture and the Series 2021 Escrow Agreement. Assuming the due authorization, execution and delivery thereof by the Successor Agency, the Supplemental Indenture and the Series 2021 Escrow Agreement are the legal, valid and binding agreements of the Trustee, enforceable in accordance with their terms against the Trustee.
4. The Trustee has duly authenticated the Bonds in its capacity as Trustee under the Indenture.

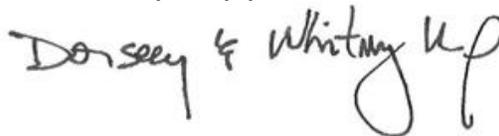
The opinions set forth above are subject to the following qualifications and exceptions:

- (a) the opinions are subject to the effect of any applicable bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium or other similar laws of general application affecting creditors' rights; and
- (b) the opinions are subject to the effect of general principles of equity, including (without limitation) concepts of materiality, reasonableness, good faith and fair dealing, and other similar doctrines affecting the enforceability of agreements generally (regardless of whether considered in a proceeding in equity or at law).

Our opinions expressed above are limited to the laws of the State of California and the federal laws of the United States of America.

The foregoing opinions are being furnished to you solely for your benefit and may not be relied upon by, nor may copies be delivered to, any other person without our prior written consent, provided, a copy of this letter may be included in the transcript of documents compiled in connection with the issuance of the Bonds.

Very truly yours,

A handwritten signature in black ink that reads "Donsey & Whitney LLP". The signature is written in a cursive, flowing style.