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March 2, 2023

Successor Agency to the
Marina Redevelopment Agency
211 Hillcrest Avenue
Marina, California 93933

OPINION: \$3,990,000 Successor Agency to the Marina Redevelopment Agency Tax Allocation Bonds, Series 2023A

Members of the Successor Agency:

We have acted as bond counsel in connection with the issuance by the Successor Agency to the Marina Redevelopment Agency, as successor to the former Marina Redevelopment Agency (the "Former Agency"), of its \$3,990,000 Successor Agency to the Marina Redevelopment Agency Tax Allocation Bonds, Series 2023A (the "Bonds"), pursuant to the provisions of section 34177.5 of the California Health and Safety Code (the "Law"), Resolution No. 2022-01 (SA-MRA) adopted by the Successor Agency on March 1, 2022, and an Indenture of Trust, dated as of July 1, 2018, by and between the Successor Agency and MUFG Union Bank, N.A., as trustee (the "Original Trustee"), as amended and supplemented by a First Supplemental Indenture of Trust, dated as of September 1, 2020, by and between the Successor Agency and the Original Trustee, and by a Second Supplemental Indenture of Trust, dated as of March 1, 2023 (together, the "Indenture"), by and between the Successor Agency and U.S. Bank Trust Company, National Association, as successor trustee (the "Trustee").

In connection with this opinion, we have examined the law and such certified proceedings and other papers as we deem necessary to render this opinion. As to questions of fact material to our opinion, we have relied upon representations of the Successor Agency contained in the Indenture and in the certified proceedings and certifications of public officials and others furnished to us, without undertaking to verify the same by independent investigation.

Based upon the foregoing we are of the opinion, under existing law, as follows:

1. The Successor Agency is duly created and validly existing as a public body, corporate and politic, with the power to enter into the Indenture, perform the agreements on its part contained therein and issue the Bonds.
2. The Indenture has been duly approved by the Successor Agency and constitutes a valid and binding obligation of the Successor Agency enforceable upon the Successor Agency in accordance with its terms.
3. Pursuant to the Law, the Indenture creates a valid lien on the funds pledged by the Indenture for the security of the Bonds, on a parity with the pledge thereof for the security of the 2018A Bonds, of the 2020A Bonds, and of any future Parity Debt that may be issued pursuant to and as such capitalized terms are defined in the Indenture.
4. The Bonds have been duly authorized, executed and delivered by the Successor Agency and are valid and binding special obligations of the Successor Agency, payable solely from the sources provided therefor in the Indenture.

5. Subject to the Successor Agency'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. For tax years beginning after December 31, 2022, interest on the Bonds may affect the corporate alternative minimum tax for certain corporations. Failure to comply with certain of such covenants could cause interest on the Bonds to be includable in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds.

6. 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 Indenture may be subject to 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.

In rendering this opinion, we have relied upon certifications of the Successor Agency and others with respect to certain material facts. 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,