

**FORM OF FINAL OPINION OF BOND COUNSEL**

[Letterhead of Quint &amp; Thimmig LLP]

October 10, 2023

City of Inglewood  
One Manchester Boulevard  
Inglewood, California 90301

**OPINION:** \$42,295,000 City of Inglewood (Los Angeles County, California) Pension Obligation Bonds, Series 2023 (Federally Taxable)

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Members of the City Council:

We have acted as bond counsel in connection with the issuance by the City of Inglewood (the "City") of \$42,295,000 aggregate principal amount of the bonds of the City designated the "City of Inglewood Pension Obligation Bonds, Series 2023 (Federally Taxable)" (the "Bonds"), pursuant to the provisions of Article 10 (commencing with section 53570) and Article 11 (commencing with section 53580) of Chapter 3 of Part 1 of Division 2 of title 5 of the California Government Code (the "Law"), that certain trust agreement, dated as of August 1, 2005 (the "Original Trust Agreement"), by and between the Authority and U.S. Bank Trust Company, National Association, previously known as U.S. Bank National Association, as trustee (the "Trustee"), as amended and supplemented by a first supplemental trust agreement, dated as of October 1, 2017, by and between the City and the Trustee (the "First Supplemental Trust Agreement"), as amended and supplemented by a second supplemental trust agreement, dated as of June 1, 2020, by and between the City and the Trustee (the "Second Supplemental Trust Agreement"), and as amended and supplemented by a third supplemental trust agreement, dated as of October 1, 2023, by and between the City and the Trustee (the "Third Supplemental Trust Agreement"), and with the Original Trust Agreement, the First Supplemental Trust Agreement and the Second Supplemental Trust Agreement, the "Trust Agreement"), and a resolution of the City Council of the City adopted on September 12, 2023 (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 City contained in the Trust Agreement, 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 City is duly created and validly existing as a chartered city and municipal corporation with power to enter into the Trust Agreement, to perform the agreements on its part contained therein and to issue the Bonds.

2. The Bonds constitute legal, valid and binding obligations of the City enforceable in accordance with their terms and payable solely from the sources provided therefor in the Trust Agreement.

3. The Trust Agreement has been duly authorized, executed and delivered by the City and constitutes a legal, valid and binding obligation of the City enforceable against the City in accordance with its terms.

4. Interest on the Bonds is includible in gross income for federal income tax purposes.

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 Trust Agreement 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,