

STRADLING YOCCA CARLSON & RAUTH

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March 17, 2016

Successor Agency to the Garden Grove Agency for Community Development
Garden Grove, California

*Re: \$36,540,000 Successor Agency to the Garden Grove Agency for Community
Development Garden Grove Community Project Tax Allocation Bonds, Issue of
2016*

Honorable Members of the Successor Agency:

We have examined certified copies of proceedings of the Successor Agency to the Garden Grove Agency for Community Development (the "Successor Agency"), and other information and documents submitted to us relative to the sale and issuance by the Successor Agency of its Successor Agency to the Garden Grove Agency for Community Development Garden Grove Community Project Tax Allocation Bonds, Issue of 2016 in the aggregate principal amount of \$36,540,000 (the "2016 Bonds") and such other information and documents as we consider necessary to render this opinion. In rendering this opinion, we also have relied upon certain representations of fact and certifications made by the Successor Agency, the Trustee, the Underwriter of the 2016 Bonds and others. We have not undertaken to verify through independent investigation the accuracy of the representations and certifications relied upon by us.

The 2016 Bonds have been issued pursuant to the Constitution and laws of the State of California (the "State"), including the provisions of Health & Safety Code Section 34177.5, Resolution No. 36-15 of the Successor Agency adopted on October 13, 2015 (the "Resolution"), and a resolution adopted by the Oversight Board for the Successor Agency adopted on October 14, 2015 which action was approved by the California Department of Finance on November 30, 2015, and in accordance with the terms and conditions of an Indenture of Trust dated as of June 1, 2014, by and between the Successor Agency and U.S. Bank National Association, as trustee (the "Trustee"), as supplemented by a First Supplemental Indenture of Trust dated as of March 1, 2016, by and between the Successor Agency and the Trustee (collectively, the "Indenture"). All capitalized terms not defined herein have the meanings ascribed to those terms in the Indenture.

The 2016 Bonds are dated as of their date of delivery, and mature on the dates and bear interest at the rates per annum set forth in the Indenture. The 2016 Bonds are registered bonds in the form set forth in the Indenture, redeemable in the amounts, at the times and in the manner provided for in the Indenture.

Based upon our examination of all of the foregoing, and in reliance thereon, and on all matters of fact as we deem relevant under the circumstances, and upon consideration of applicable laws, we are of the opinion that:

(1) The Bonds have been duly and validly authorized by the Successor Agency and are legal, valid and binding special obligations of the Successor Agency, secured by Pledged Tax Revenues (as defined in the Indenture) and other sources, and payable on a parity with certain other obligations, all as and to the extent provided for in the Indenture. The 2016 Bonds are special obligations of the Successor Agency but are not a debt of the County of Orange, the State of California or any other political subdivisions thereof within the meaning of any constitutional or statutory limitation, and neither the County of Orange, the State of California, or any other political subdivisions, except the Successor Agency, is liable for the payment thereof.

(2) The Indenture has been duly authorized by the Successor Agency, is valid and binding upon the Successor Agency and is enforceable in accordance with its terms, and creates a valid pledge of that which the Indenture purports to pledge.

(3) Under existing statutes, regulations, rulings and judicial decisions, interest (and original issue discount) on the 2016 Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of calculating the federal alternative minimum tax imposed on individuals and corporations; however, with respect to corporations, such interest (and original issue discount) may be included as an adjustment in the calculation of alternative minimum taxable income which may affect the alternative minimum tax liability of such corporations.

(4) Interest (and original issue discount) on the 2016 Bonds is exempt from State of California personal income tax.

(5) The difference between the issue price of a 2016 Bond (the first price at which a substantial amount of the 2016 Bonds of a maturity is to be sold to the public) and the stated redemption price at maturity with respect to such 2016 Bond (to the extent the redemption price at maturity is greater than the issue price) constitutes original issue discount. Original issue discount accrues under a constant yield method, and original issue discount will accrue to a 2016 Bond owner before receipt of cash attributable to such excludable income. The amount of original issue discount deemed received by a 2016 Bond owner will increase the 2016 Bond owner's basis in the applicable 2016 Bond. Original issue discount that accrues for the 2016 Bond owner is excluded from the gross income of such owner for federal income tax purposes, is not an item of tax preference for purposes of calculating the federal alternative minimum tax

imposed on individuals or corporations (as described in paragraph (3) above) and is exempt from State of California personal income tax.

(6) The amount by which a 2016 Bond owner's original basis for determining loss on sale or exchange in the applicable 2016 Bond (generally the purchase price) exceeds the amount payable on maturity (or on an earlier call date) constitutes amortizable bond premium which must be amortized under Section 171 of the Internal Revenue Code of 1986, as amended (the "Code"); such amortizable bond premium reduces the bond owner's basis in the applicable 2016 Bond (and the amount of tax-exempt interest received), and is not deductible for federal income tax purposes. The basis reduction as a result of the amortization of bond premium may result in a 2016 Bond owner realizing a taxable gain when a 2016 Bond is sold by the owner for an amount equal to or less (under certain circumstances) than the original cost of the 2016 Bond to the owner.

The opinions expressed in paragraphs (3) and (5) above as to the exclusion from gross income for federal income tax purposes of interest (and original issue discount) on the 2016 Bonds are subject to the condition that the Successor Agency complies with all requirements of the Code that must be satisfied subsequent to the issuance of the 2016 Bonds to assure that such interest (and original issue discount) will not become includable in gross income for federal income tax purposes. Failure to comply with such requirements of the Code might cause interest (and original issue discount) on the 2016 Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the 2016 Bonds. The Successor Agency has covenanted to comply with all such requirements. Except as set forth in paragraphs (3), (4), (5) and (6) above, we express no opinion as to any tax consequences related to the 2016 Bonds.

Certain agreements, requirements and procedures contained or referred to in the Indenture and the Tax Certificate executed by the Successor Agency with respect to the 2016 Bonds may be changed and certain actions may be taken or omitted, under the circumstances and subject to the terms and conditions set forth in such documents, upon the advice or with the approving opinion of counsel nationally recognized in the area of tax-exempt obligations. We express no opinion as to the effect on exclusion from gross income for federal income tax purposes of the interest (and original issue discount) on any 2016 Bonds if any such change occurs or action is taken or omitted upon advice or approval of bond counsel other than Stradling Yocca Carlson & Rauth, a Professional Corporation.

With respect to the opinions expressed herein, the rights and obligations under the Indenture are subject to bankruptcy, insolvency, moratorium and other laws affecting the enforcement of creditors' rights, to the application of equitable principles if equitable remedies are sought, to the limitations on legal remedies against public agencies in the State of California and to limitations on rights of indemnity by principles of public policy.

Successor Agency to the Garden Grove Agency for Community Development
March 17, 2016
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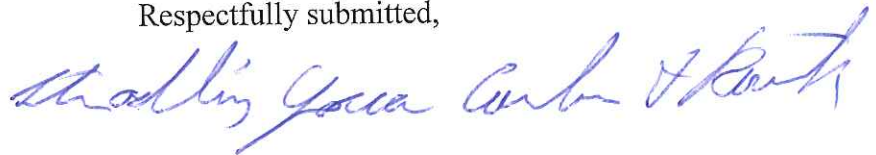
The opinions expressed herein and the exclusion of interest on the 2016 Bonds from gross income for federal income tax purposes may be affected by actions taken (or not taken) or events occurring (or not occurring) after the date hereof. We have not undertaken to determine, or to inform any person, whether any such actions or events are taken or do occur. Our engagement as bond counsel to the Successor Agency terminates upon the issuance of the 2016 Bonds.

The opinions expressed herein are based upon our analysis and interpretation of existing laws, regulations, rulings and judicial decisions and cover certain matters not directly addressed by such authorities.

Our opinion is limited to matters governed by the laws of the State of California and federal law. We assume no responsibility with respect to the applicability or the effect of the laws of any other jurisdiction.

We express no opinion herein as to the accuracy, completeness or sufficiency of the Official Statement relating to the 2016 Bonds or other offering material relating to the 2016 Bonds and expressly disclaim any duty to advise the owners of the 2016 Bonds with respect to matters contained in the Official Statement.

Respectfully submitted,

A handwritten signature in blue ink, reading "Shadley Yocca Corbin O'Keefe". The signature is written in a cursive style and is positioned below the typed name "Shadley Yocca Corbin O'Keefe".

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March 17, 2016

U.S. Bank National Association
Los Angeles, California

Build America Mutual Assurance Company
New York, New York

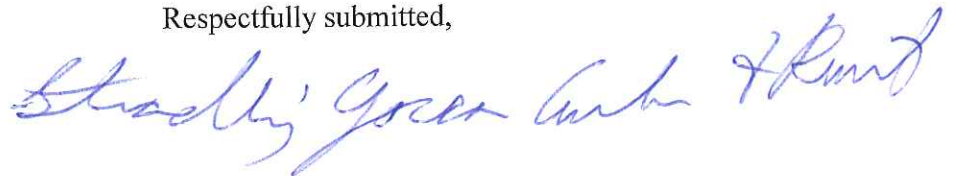
*Re: \$36,540,000 Successor Agency to the Garden Grove Agency for Community
Development Garden Grove Community Project Tax Allocation Bonds, Issue of 2016*

Ladies and Gentlemen:

On the date hereof, we have rendered our opinion (the "Approving Opinion") to the Successor Agency to the Garden Grove Agency for Community Development regarding the validity of the above-referenced bonds (the "Bonds"). You may each rely on the Approving Opinion as if it were addressed to each of you. No attorney-client relationship has existed or exists between our firm and you in connection with the Bonds or by virtue of this letter.

Our engagement with respect to the Bonds terminates as of the date hereof and we expressly disclaim any obligation to update our Approving Opinion or this letter. This letter is solely for your benefit, and may not be relied upon by others without our prior written consent.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Stradling Yocca Carlson & Rauth". The signature is written in a cursive, flowing style.

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March 17, 2016

Mesirow Financial, Inc.
San Francisco, CA

Samuel A. Ramirez & Co., Inc.
Los Angeles, CA

Stifel, Nicolaus & Company, Incorporated
Los Angeles, CA

*Re: \$36,540,000 Successor Agency to the Garden Grove Agency for Community
Development Garden Grove Community Project Tax Allocation Bonds, Issue of 2016*

Ladies and Gentlemen:

We have examined certified copies of proceedings taken for the sale and issuance of the above-referenced bonds (the "Bonds"), and we have rendered our opinion to the Successor Agency to the Garden Grove Agency for Community Development (the "Successor Agency") this day regarding the validity and enforceability of the Bonds (the "Approving Opinion"). The Bonds are being issued pursuant to an Indenture of Trust dated as of June 1, 2014, as supplemented by a First Supplemental Indenture of Trust dated as of March 1, 2016 (collectively, the "Indenture"), each by and between the Successor Agency and U.S. Bank National Association, as Trustee. You may rely upon our Approving Opinion as if it were addressed to you.

Capitalized terms used herein and not otherwise defined shall have the meaning given to such terms in the Bond Purchase Contract dated February 24, 2016 (the "Purchase Contract"), between the Successor Agency and Mesirow Financial, Inc., acting on behalf of itself and Samuel A. Ramirez & Co., Inc. and Stifel, Nicolaus & Company, Incorporated (collectively, the "Underwriters").

Based upon the foregoing and such other information and documents as we consider necessary to render this opinion, we are of the opinion that:

1. The Purchase Contract and the Continuing Disclosure Certificate have been duly authorized, executed and delivered by the Successor Agency, and, assuming due authorization,

execution and delivery by the other parties thereto, constitute the legal, valid and binding agreements of the Successor Agency enforceable in accordance with their terms, except as enforcement thereof may be limited by bankruptcy, insolvency, reorganization, moratorium or other laws relating to or affecting generally the enforcement of creditors' rights and except as their enforcement may be subject to the application of equitable principles and the exercise of judicial discretion in appropriate cases if equitable remedies are sought and by the limitations on legal remedies against public entities in the State of California.

2. The statements contained in the Official Statement dated February 24, 2016, including the Supplement to Official Statement dated March 14, 2016, collectively, the "Official Statement") on the cover page thereof, and under the captions "INTRODUCTORY STATEMENT," "THE 2016 BONDS," "SECURITY FOR THE 2016 BONDS" and "TAX MATTERS," and in APPENDIX A-SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE" and APPENDIX B-FORM OF BOND COUNSEL OPINION" to the extent they purport to summarize certain provisions of the Indenture, the Bonds and the Approving Opinion, are fair and accurate (provided that we express no opinion with respect to any financial or statistical data contained therein).

3. The Bonds are exempt from registration pursuant to the Securities Act of 1933, as amended, and the Indenture is exempt from qualification as an indenture pursuant to the Trust Indenture Act of 1939, as amended.

The opinions expressed herein are based upon our analysis and interpretation of existing laws, regulations, rulings and judicial decisions and cover certain matters not directly addressed by such authorities. This opinion is limited to matters governed by the laws of the State of California and federal securities laws, and we assume no responsibility with respect to the applicability or the effect of the laws of any other jurisdiction.

Except as expressly set forth in the Approving Opinion, we express no opinion regarding any tax consequences with respect to the Bonds. No opinion is expressed herein with respect to the compliance with, or applicability of, any "blue sky" laws of any state as they relate to the offer or sale of the Bonds.

We call attention to the fact that the foregoing opinions may be affected by actions taken (or not taken) or events occurring (or not occurring) after the date hereof. We have not undertaken to determine, or to inform any person, whether such actions or events are taken (or not taken) or occur (or do not occur), and we expressly disclaim any responsibility to advise you as to events occurring after the date hereof with respect to the Bonds or other matters discussed in the Official Statement. You have acknowledged that no attorney-client relationship exists between us with respect to any matters related to the Bonds.

Mesirow Financial, Inc.
Samuel A. Ramirez & Co., Inc.
Stifel, Nicolaus & Company, Incorporated
March 17, 2016
Page 3

This opinion is furnished by us to you and is solely for your benefit, and may not be relied upon by others without our prior written consent. Our engagement with respect to the Bonds has concluded with their delivery, and we disclaim any obligation to update this opinion.

We have not undertaken any duty and expressly disclaim any responsibility to advise the addressee as to events occurring after the date hereof with respect to the Bonds or other matters discussed in the Official Statement.

Respectfully submitted,

A handwritten signature in blue ink, reading "Steddy Gooa Carter" followed by a stylized flourish.

STRADLING YOCCA CARLSON & RAUTH

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March 17, 2016

Successor Agency to the Garden Grove Agency for Community Development
Garden Grove, California

U.S. Bank National Association
Los Angeles, California

*Re: \$36,540,000 Successor Agency to the Garden Grove Agency for Community
Development Garden Grove Community Project Tax Allocation Bonds, Issue of 2016*

Ladies and Gentlemen:

We have examined certified copies of proceedings of the Successor Agency to the Garden Grove Agency for Community Development (the "Successor Agency"), and other information and documents submitted to us relative to the issuance and sale by the Successor Agency of its \$36,540,000 Successor Agency to the Garden Grove Agency for Community Development Garden Grove Community Project Tax Allocation Bonds, Issue of 2016 (the "2016 Bonds") and such other information and documents as we consider necessary to render this opinion. In rendering this opinion, we also have relied upon certain representations of fact and certifications made by the Successor Agency and upon a Certificate of the Successor Agency Regarding Parity Debt of even date herewith as to compliance with Section 3.4(a) through (e) of the Indenture (as defined below). We have not undertaken to verify through independent investigation the accuracy of the representations and certifications relied upon by us.

The 2016 Bonds have been issued pursuant to the authority contained in Part 1 of Division 24 of the Health and Safety Code of the State of California and California Government Code Section 5903 (collectively, the "Act"), a resolution of the Successor Agency adopted on October 13, 2015 and in accordance with the terms and conditions of an Indenture of Trust dated as of June 1, 2014 (the "Original Indenture"), as supplemented by a First Supplemental Indenture of Trust dated as of March 1, 2014 (the "First Supplemental Indenture"), each by and between the Successor Agency and U.S. Bank National Association, as Trustee (collectively, the "Indenture"). All terms not defined herein have the meanings ascribed to those terms in the Indenture. This opinion is rendered pursuant to Section 7.6 of the Indenture.

Based upon our examination of the foregoing, and in reliance thereon, and on all matters of fact as we deem relevant under the circumstances, and upon consideration of applicable laws, we are of the opinion that:

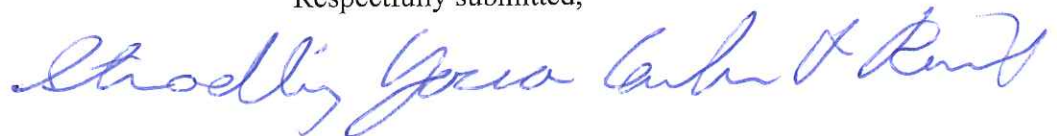
1. Pursuant to Section 7.2 of the Indenture, the First Supplemental Indenture has been duly authorized, executed and delivered by the Successor Agency, is valid and binding upon the Successor Agency and is enforceable in accordance with its terms, except to the extent that enforceability may be limited by bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or transfer or other laws affecting creditors' rights generally and by the exercise of judicial discretion in accordance with general principles of equity or otherwise in appropriate cases and by limitations on remedies against public agencies in the State of California and all conditions precedent for the First Supplemental Indenture have been satisfied.
2. The First Supplemental Indenture complies with the provisions of Article VII of the Indenture.
3. The First Supplemental Indenture creates a valid pledge of that which it purports to pledge.
4. The total principal amount of Parity Debt to be issued or incurred and then Outstanding will not exceed any limit imposed by law.

We are admitted to the practice of law only in the State of California and our opinion is limited to matters governed by the laws of the State of California and federal law. We assume no responsibility with respect to the applicability or the effect of the laws of any other jurisdiction and express no opinion as to the enforceability of the choice of law provisions contained in the Indenture.

The opinions expressed herein are based upon an analysis of existing statutes, regulations, rulings and judicial decisions and cover certain matters not directly addressed by such authorities.

We call attention to the fact that the foregoing opinions may be affected by actions taken (or not taken) or events occurring (or not occurring) after the date hereof. We have not undertaken to determine, or to inform any person, whether such actions or events are taken (or not taken) or do occur (or do not occur).

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Shoddy Jones", is written over the typed name "Shoddy Jones" in the signature block.