



June 4, 2015

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State Street Bank and Trust Company  
Boston, Massachusetts

SUBJECT: San Diego County Regional Transportation Commission  
Sales Tax Revenue Bonds (Limited Tax Bonds), 2008 Series D  
(General Counsel Opinion)

MEMBER AGENCIES

Cities of  
Carlsbad  
Chula Vista  
Coronado  
Del Mar  
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Escondido  
Imperial Beach  
La Mesa  
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National City  
Oceanside  
Poway  
San Diego  
San Marcos  
Santee  
Solana Beach  
Vista  
and  
County of San Diego

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Southern California  
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Mexico

Ladies and Gentlemen:

This opinion is furnished in connection with the execution and delivery by the San Diego County Regional Transportation Commission (the "Commission") of a First Amendment to Standby Bond Purchase Agreement, dated June 4, 2015, among the Commission, U.S. Bank National Association, as trustee (the "Trustee"), State Street Bank and Trust Company ("State Street") and California State Teachers' Retirement System ("CalSTRs" and, together with State Street, the "Banks"), amending that certain Standby Bond Purchase Agreement, dated September 1, 2011, among the Commission, the Trustee and the Banks and relating to the San Diego County Regional Transportation Sales Tax Revenue Bonds (Limited Tax Bonds), 2008 Series D (the "Bonds") (together, the "Alternate Liquidity Facility"). The Bonds are authorized by and were issued pursuant to and in accordance with the provisions of the San Diego County Regional Transportation Commission Act, Chapter 2 of Division 12.7 (Sections 132000 et seq.) of the California Public Utilities Code, Ordinance 87-1 of the Commission (as amended and supplemented, the "1987 Ordinance"), adopted by the Commission on July 31, 1987 and effective November 3, 1987 by approval of the voters and Ordinance No. 04-01 (the "Sales Tax Extension Ordinance," and, together with the 1987 Ordinance, hereinafter collectively referred to as the "Ordinance"), adopted by the Commission on May 28, 2004 and effective November 3, 2004 by approval of the voters, Resolution No. RTC 2008-01 adopted by the Commission on February 22, 2008 (the "Bond Resolution"), an Indenture, dated as of March 1, 2008, as amended and supplemented by the First Supplemental Indenture, dated as of March 1, 2008, by the Second Supplemental Indenture, dated as of July 1, 2008, by the Third Supplemental Indenture, dated as of October 1, 2010, by the Fourth Supplemental Indenture, dated as of June 1, 2012 and by the Fifth Supplemental Indenture, dated as of September 1, 2014 (collectively, the "Indenture"), each by and between the Commission and the Trustee. Capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Indenture.

In rendering the opinions hereinafter expressed, I have examined, among other things, copies of the Ordinance, the Bond Resolution, the Alternate Liquidity Facility, the Amended and Restated Fee Letter Agreement, dated

June 4, 2015 (the "Fee Letter"), by and between the Commission and State Street, the Indenture and such other documents as I have deemed relevant and necessary as a basis for the opinions hereinafter expressed. In such examination, I have assumed the genuineness of all signatures other than the Commission's, the authenticity of all documents submitted to me as originals, and the conformity with the original documents of all documents submitted to me as copies, the organization, existence and good standing of all entities who are parties to such documents other than the Commission, the valid execution and delivery of such documents by such parties, the enforceability of such documents in accordance with their respective terms on such parties and the accuracy of the factual matters, represented, warranted or certified therein.

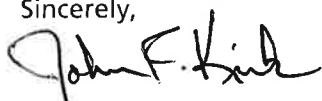
In rendering the opinions hereinafter expressed, I do not purport to be expert in or generally familiar with or qualified to express legal opinions based on the laws of any jurisdiction other than the federal laws of the United States of America and the laws of the State of California and the opinions hereinafter expressed are limited to the federal laws of the United States of America and the laws of the State of California. Further, I express no opinion herein with respect to any indemnification, contribution, choice of law, choice of forum, choice of venue, waiver or severability provisions.

Based upon the foregoing, I am of the opinion, under existing law, that:

1. The Alternate Liquidity Facility and the Fee Letter have been duly authorized, executed and delivered by the Commission.
2. Assuming due authorization, execution and delivery by the other parties thereto, the Alternate Liquidity Facility and the Fee Letter, constitute legal, valid and binding obligations of the Commission enforceable according to their terms, except as enforcement thereof may be limited by bankruptcy, insolvency or other laws affecting enforcement of creditors' rights generally, and by the application of equitable principles if equitable remedies are sought, by the exercise of judicial discretion and the limitations on legal remedies against public entities in the State.

I am furnishing the opinions expressed above to the addressees hereof solely for their benefit and no other person is entitled to rely on such opinions. Such opinions are not to be used, circulated, quoted or otherwise referred to for any other purpose. I disclaim any duty or responsibility to update such opinions or the information upon which such opinions are based after the delivery of such opinions.

Sincerely,



JOHN F. KIRK, ESQ.  
General Counsel