

December 21, 2016

Citigroup Global Markets Inc.
390 Greenwich Street, 2nd Floor
New York, New York 10013

The Bank of New York Mellon Trust Company, N.A.
400 South Hope Street, Suite 500
Los Angeles, California 90071

Re: \$18,570,000 Certificates of Participation (2016 Financing Project) Evidencing the Direct, Undivided Fractional Interests of the Owners Thereof in Installment Payments to be Made by the Mid-Peninsula Water District (San Mateo County, California), As the Purchase Price for Certain Property Pursuant to an Installment Sale Agreement with the Public Property Financing Corporation of California

Ladies and Gentlemen:

We are the General Counsel for the Mid-Peninsula Water District, San Mateo County, California (the "District"), and have acted as such with respect to the delivery by the District of a \$18,570,000 Installment Sale Agreement, dated as of December 1, 2016 (the "Installment Sale Agreement"), by and between Public Property Financing Corporation of California, as seller (the "Corporation") and the District, as purchaser. In that connection, we have reviewed and are familiar with Resolution No. 2016-20, adopted by the Board of Directors of the District on October 11, 2016 (the "Resolution"), the Installment Sale Agreement, the Trust Agreement, dated as of December 1, 2016, by and among The Bank of New York Mellon Trust Company, N.A., as trustee, the Corporation and the District and the Continuing Disclosure Certificate of the District, dated December 21, 2016 (the foregoing documents are collectively referred to herein as the "Agreements"), the Official Statement, dated December 7, 2016 (the "Official Statement"), relating to the above-captioned Certificates of Participation (the "Certificates"), and such other information and documents as we deem necessary to render this opinion.

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

1. The District is water district duly organized and validly existing under the Constitution and the laws of the State of California.
2. The Resolution approving and authorizing the execution and delivery of the Agreements and approving the Official Statement has been duly adopted, and the Resolution is in full force and effect and has not been modified, amended or rescinded.

3. Except as otherwise disclosed in the Official Statement and to our knowledge, there is no litigation, proceeding, action, suit, or investigation at law or in equity before or by any court, governmental board or body, pending and served or overtly threatened in writing against the District, challenging the creation, organization or existence of the District, or the validity of the Agreements or seeking to restrain or enjoin the payment of the Installment Payments under and as defined in the Installment Sale Agreement or contesting or affecting the validity of the Agreements or contesting the authority of the District to enter into or perform its obligations under any of the Agreements.

4. Without having undertaken to determine independently and without assuming any responsibility for the accuracy, completeness or fairness of the statements concerning the District contained in the Official Statement under the captions "THE PROJECT," "THE MID-PENINSULA WATER DISTRICT" and "WATER SYSTEM" nothing has come to our attention which would lead us to believe that the statements concerning the District contained therein (except for the financial, demographic and statistical data and summaries included therein as to which no advice is given), as of the date of the Official Statement or the date hereof, contained or contains any untrue statement of a material fact or omitted or omits to state a material fact required to be stated therein or necessary in order to make the statements therein concerning the District, in the light of the circumstances under which they were made, not misleading.

Very truly yours,

Hanson Bridgett LLP

HANSON BRIDGETT LLP