



# Office of the Attorney General of Guam

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August 4, 2016

Department of Education, Government of Guam  
Hagåtña, Guam

U.S. Bank National Association, as Trustee  
Atlanta, Georgia

Stifel, Nicolaus & Company, Incorporated  
Atlanta, Georgia

**Re: Guam Education Financing Foundation Refunding Certificates of Participation (Guam Public School Facilities Project) Series 2016A and Series 2016B Evidencing and Representing the Proportionate Interests of the Registered Owners thereof in Base Rental payments to be made by the Department of Education, Government of Guam**

Ladies and Gentlemen:

The letter is addressed to you in connection with the execution and delivery on the date hereof of \$25,665,000 Guam Education Financing Foundation Refunding Certificates of Participation (Guam Public School Facilities Project) Series 2016A and \$12,905,000 Guam Education Financing Foundation Refunding Certificates of Participation (Guam Public School Facilities Project) Series 2016B evidencing and representing the proportionate interests of the registered Owners thereof in Base Rental payments to be made by the Department of Education, Government of Guam (collectively, the "Certificates"). The execution and delivery of the Certificates are authorized pursuant to a Trust Indenture, dated as of August 1, 2016 (the "Trust Indenture"), by and between Guam Education Financing Foundation, Inc. ("GEFF" or the "Lessor") and U.S. Bank National Association, as trustee (the "Trustee"). Capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Trust Indenture.

**Ref:**

**Re:** Guam Education Financing Foundation Refunding Certificates  
Of Participation (Guam Public School Facilities Project (Series  
2016A and Series 2016B)

We have reviewed Public Law 33-118 (the “Act”), the Lease Agreement, dated as of August 1, 2016, including the recordable memorandum thereof (collectively, the “Lease”), between the Lessor and the Department, as lessee, the Ground Lease, dated as of September 1, 2006 (as amended, the “Ground Lease”), between the Chamorro Land Trust Commission (the “CLTC”), as lessor, and GEF, as lessee, the Insurance and Maintenance Agreement, dated as of September 1, 2006 (the “Maintenance Agreement”), among GEF, the Department, GEF, as maintenance contractor, and the Trustee, the Certificate Purchase Agreement, dated July 13, 2016, among Stifel, Nicolaus & Company, Incorporated (the “Underwriter”), GEF and the Department (the “Purchase Agreement”), the Tax Certificate and Agreement, dated the date hereof, executed by GEF and the Government (the “Tax Certificate”), the Escrow Letter, dated the date hereof (the “Escrow Letter”) from the Government to Wells Fargo Bank, National Association, as escrow agent, and the Continuing Disclosure Certificate executed by the Government, dated as of the date hereof (the “Continuing Disclosure Certificate” and, together with the Lease, the Ground Lease, the Maintenance Agreement, the Purchase Agreement, the Tax Certificate, and the Continuing Disclosure Certificate, the “Government Agreements”), each Preliminary Official Statement, dated July 1, 2016 (the “Preliminary Official Statements”) and each Official Statement, dated July 13, 2016, in respect of the Certificates (the “Official Statements”), certifications of the Government of Guam (including the Department) (the “Government”), the Trustee, and others; an opinion of counsel to the Trustee; an opinion of counsel to GEF; and such other documents, opinions and matters to the extent we deemed necessary to provide the opinions or conclusions set forth herein.

The opinions and conclusions expressed herein are based on an analysis of existing laws, regulations, rulings and court decisions and cover certain matters not directly addressed by such authorities. Such opinions or conclusions may be affected by actions taken or omitted or events occurring after the date hereof. We have not undertaken to determine, or to inform any person, whether any such actions are taken or omitted or events do occur or any other matters come to my attention after the date hereof. We call attention to the fact that the rights and obligations under the Government Agreements and their enforceability may be subject to bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium and other laws relating to or affecting creditors’ rights, to the application of equitable principles, to the exercise of judicial discretion in appropriate cases and to the limitations on legal remedies against the Government. We express no opinion with respect to any indemnification, contribution, liquidated damages, penalty (including any remedy deemed to constitute a penalty), arbitration, choice of law, choice of forum, choice of venue, waiver or severability provisions contained in the aforementioned documents, and we express no opinion as to the availability of equitable remedies to persons seeking to enforce the obligations of the Government.

**Ref:**

**Re:** Guam Education Financing Foundation Refunding Certificates  
Of Participation (Guam Public School Facilities Project (Series  
2016A and Series 2016B))

Based on and subject to the foregoing, and in reliance thereon, as of the date hereof, we are of the following opinions or conclusions:

(i) the Government is as of the date hereof the duly organized and validly existing government of the territory of Guam and has full legal right, power and authority to enter into and perform the Government Agreements, to authorize the execution and delivery by the Trustee of the Certificates and to carry out and consummate all transactions required of it as contemplated by the Government Agreements;

(ii) the Act was duly enacted by the Government and is in full force and effect as of the date hereof,

(iii) the Government Agreements were duly authorized, executed and delivered by the Government and each is in full force and effect as of the date hereof and constitutes a legal, valid and binding obligation of the Government enforceable in accordance with its terms;

(iv) the enactment or adoption of the Act and the execution and delivery of the Government Agreements, and the consummation of the transactions contemplated thereby, and the compliance with the provisions thereof, will not conflict with or constitute on the part of the Government a breach of or a default under any existing law, administrative regulation, court order or consent decree of the Government or any department, division, agency or instrumentality of the United States, to which the Government is subject, or any agreement, resolution or instrument to which the Government is a party or may otherwise be subject;

(v) all approvals, consents or orders of any governmental authority, board, agency or commission having jurisdiction the obtaining of which would constitute a condition precedent to the performance by the Government of its obligations under the Government Agreements and which can reasonably be obtained by the date hereof have been obtained;

(vi) There is no litigation or proceeding pending (with service of process having been received by the Government or otherwise known to me) or, to my knowledge, threatened and having merit (either in Guam, state or federal courts), in any way contesting or affecting the existence of the Government or the title of any official of the Government to such person's office, or seeking to restrain or to enjoin the issuance, sale or delivery of the Certificates, or the use of Available Funds for the payment of the principal of and interest or premium, if any, represented by the Certificates, or in any way contesting or affecting the validity or enforceability of the Act, the Certificates or the Government Agreements, or contesting the power or authority of the Government with respect to the

Opinion  
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**Ref:**

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Certificates or the Government Agreements;

(vii) As of the date of the Purchase Agreement and as of the date hereof, the statements in the Official Statements under the captions “CONTINUING DISCLOSURE” and “NO LITIGATION” (insofar as the information in such sections pertains to the Government) are accurate in all material respects; and

(viii) We have no reason to believe that the Official Statements, as of their date and as of the date hereof, contained or contain any untrue statement of a material fact or omitted or omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading (except for any financial statements and other financial and statistical data included in the Official Statements and the Appendices thereto, as to which no view is expressed).

This letter is solely for the benefit of the addressees hereof and may not be relied upon, used, quoted or referred to by any other person. This letter is not intended to be, nor may it be relied upon, used, quoted or referred to in connection with any securities offering or public offering of the Certificates or any participation interest in the Certificates.

Sincerely,



**Elizabeth Barrett-Anderson**  
Attorney General