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June 15, 2006

Pennsylvania Intergovernmental
Cooperation Authority
1429 Walnut Street
14th Floor
Philadelphia, PA 19102

Re: Pennsylvania Intergovernmental Cooperation Authority Special Tax
Revenue Refunding Bonds (City of Philadelphia Funding Program), Series
of 2006

Ladies and Gentlemen:

We have acted as Bond Counsel in connection with the issuance and sale by the Pennsylvania Intergovernmental Cooperation Authority (the "Authority") of \$89,950,000 aggregate principal amount of its Special Tax Revenue Refunding Bonds (City of Philadelphia Funding Program), Series of 2006 (the "2006 Bonds") pursuant to the Pennsylvania Intergovernmental Cooperation Authority Act for Cities of the First Class, approved June 5, 1991 (P.L. 9, No. 6), as amended (the "Act"), and an Amended and Restated Indenture of Trust dated as of December 1, 1994, (the "Amended and Restated Indenture"), between the Authority and Wachovia Bank, National Association, as successor to Meridian Bank, as Trustee (the "Trustee"), as amended pursuant to the First Supplement to the Amended and Restated Indenture dated as of May 15, 1996 (the "First Supplement to the Amended and Restated Indenture"), the Second Supplement to the Amended and Restated Indenture dated as of April 1, 1999 (the "Second Supplement to the Amended and Restated Indenture"), the Third Supplement to the Amended and Restated Indenture dated as of June 1, 2003 (the "Third Supplement to the Amended and Restated Indenture") and a Fourth Supplement to the Amended and Restated Indenture dated as of June 1, 2006 (the "Fourth Supplement to the Amended and Restated Indenture," and together with the First Supplement to the Amended and Restated Indenture, the Second Supplement to the Amended and Restated Indenture, the Third Supplement to the Amended and Restated Indenture and the Amended and Restated Indenture, the "Indenture").

The 2006 Bonds are being issued for the purpose of providing funds, which, together with other available monies, are expected to be used to (i) currently refund the Authority's Special Tax Revenue Bonds (City of Philadelphia Funding Program), Series of 1996 maturing on and after June 15, 2007, in the aggregate principal amount of \$89,960,000 (the "1996 Bonds") and (ii) pay the costs of issuing the 2006 Bonds (collectively, the "Refunding Project").

As Bond Counsel, as a basis for this opinion, we have examined such matters of law and such documents, certifications, instruments and records as we deemed necessary to enable us to render the opinions set forth herein, including the Act, the relevant provisions of the Constitution and applicable statutes of the Commonwealth of Pennsylvania (the "Commonwealth") and such resolutions of the Authority and ordinances of the City of Philadelphia (the "City") and Philadelphia, PA • Malvern, PA • Harrisburg, PA • Wilmington, DE • Cherry Hill, NJ • Washington, DC

proceedings relating thereto as are contained in the transcript of proceedings for the 1996 Bonds and for the 2006 Bonds as listed in the transcript index referred to in the following sentence. We have also reviewed and relied upon the proceedings authorizing the issuance of the 2006 Bonds and certain certifications and agreements (including a Tax Compliance Agreement intended to satisfy certain provisions of the Internal Revenue Code of 1986, as amended (the "Code"), and applicable Treasury Regulations), affidavits, receipts and other documents, agreements, certificates and opinions, all as executed and delivered in connection with the issuance of the 2006 Bonds as listed in the transcript index in respect of the 2006 Bonds filed this date with the Trustee, all as deemed necessary to enable us to express the opinions set forth below. We have also reviewed a specimen of the 2006 Bonds and have relied on the certification of the Trustee as to its authentication of the 2006 Bonds. In rendering this opinion, we have relied on the authenticity, truthfulness and completeness of all documents, certificates and instruments examined as to all matters of fact and law set forth therein.

As expressly stated in the form of the 2006 Bonds and in the Indenture, the 2006 Bonds are limited obligations of the Authority payable solely from the Pledged Revenues (as defined in the Indenture). The 2006 Bonds do not otherwise constitute a pledge of the general credit of the Authority. Further, the 2006 Bonds do not constitute a pledge of the credit of the Commonwealth or any political subdivision thereof (including the City), nor do the 2006 Bonds constitute a pledge of the taxing power of the Commonwealth or any political subdivision thereof (including the City). The Authority has no taxing power. Neither the Commonwealth nor any political subdivision thereof (including the City) is liable for the payment of the principal of, redemption premium, if any, or interest on, the 2006 Bonds.

As to questions of fact material to our opinion, we have relied upon the representations of the Authority contained in the proceedings relating to the issuance of the 2006 Bonds and other certifications furnished to us without undertaking to verify the same by independent investigation.

Based and in reliance upon the foregoing, our attendance at the closing held this day and subject to the caveats, qualifications, exceptions and assumptions set forth herein, it is our opinion that, as of the date hereof, under existing law:

1. The Authority is a body corporate and politic validly existing under the laws of the Commonwealth, and has the full power and authority under the Act to undertake the Refunding Project, to execute and deliver the Fourth Supplement to the Amended and Restated Indenture and to issue the 2006 Bonds.

2. The Fourth Supplement to the Amended and Restated Indenture has been duly authorized, executed and delivered by the Authority and the obligations of the Authority under the Fourth Supplement to the Amended and Restated Indenture constitute legal, valid and binding obligations of the Authority, enforceable against the Authority in accordance with their terms.

3. The 2006 Bonds have been duly authorized, executed, issued and delivered by the Authority and are the legal, valid and binding limited obligations of the

Authority, entitled to the benefit and security of the Indenture, and are enforceable against the Authority in accordance with their terms.

4. The Indenture creates a valid pledge to the Trustee for the benefit of the holders of the 2006 Bonds of, and a valid and binding security interest in, the Pledged Revenues (as defined in the Indenture).

5. Under the laws of the Commonwealth, as currently enacted and construed, the 2006 Bonds are exempt from personal property taxes in the Commonwealth, and interest on the 2006 Bonds is exempt from the Commonwealth's personal income tax and corporate net income tax. However, under the Commonwealth's laws as presently enacted and construed, any profits, gains or income derived from the sale, exchange or other disposition of the 2006 Bonds will be subject to the Commonwealth's state and local taxes.

6. Interest on the 2006 Bonds is excluded from gross income for federal income tax purposes under existing law, as currently enacted and construed. Interest on the 2006 Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed upon individuals and corporations. Interest on a 2006 Bond held by a corporation (other than an S Corporation, regulated investment company, real estate investment trust or real estate mortgage investment conduit) may be indirectly subject to alternative minimum tax because of its inclusion in the earnings and profits of the corporate holder. Interest on a 2006 Bond held by a foreign corporation may be subject to the branch profits tax imposed by the Code.

Ownership of the 2006 Bonds may give rise to collateral federal income tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, S Corporations with Subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement benefits and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry the 2006 Bonds. We express no opinion as to such collateral federal income tax consequences.

In providing this opinion, we advise you as follows:

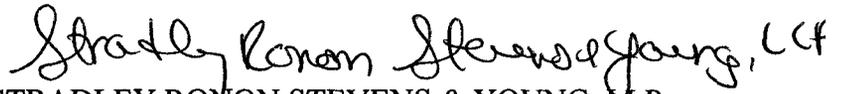
(a) It may be determined in the future that interest on the 2006 Bonds, retroactive to the date of issuance thereof, will not be excluded from gross income of the owners of the 2006 Bonds for federal income tax purposes if certain requirements of the Code are not met subsequent to the issuance of the 2006 Bonds. The Authority has covenanted to comply with these requirements. Our opinions expressed herein assume continued compliance with these covenants, and we have not undertaken to determine (or to inform any person) whether any actions taken (or not taken) or events occurring (or not occurring) after the date of issuance of the 2006 Bonds may affect the tax status of interest on the 2006 Bonds.

(b) The enforceability (but not the validity) of the documents mentioned herein may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws now or hereafter enacted by any state or the federal government affecting the enforcement of creditors' rights generally, or the legal or equitable principles affecting creditors rights and "enforceable in accordance with its (their) terms" shall not mean that specific performance would

necessarily be available as a remedy in every situation.

This opinion is rendered solely for the benefit of the addressee hereof in connection with the initial issuance of the 2006 Bonds. The addressee may not rely on this opinion letter for any other purpose and no other person may rely on this opinion letter for any purpose without the express written consent of the undersigned. This opinion letter is limited to the matters set forth herein. This opinion is subject to future changes in applicable law and we do not undertake any obligation to update any of the opinions expressed in this letter. No opinion may be inferred or implied beyond the matters expressly stated herein, and our opinions expressed herein must be read in conjunction with the assumptions, limitations, exceptions and qualifications set forth herein. The law covered by the opinions expressed herein is limited to the laws of the Commonwealth and the federal law of the United States of America. We express no opinion herein as to any matter not set forth in the numbered paragraphs herein, including, without limitation, with respect to the accuracy or completeness of the Official Statement prepared in respect of the offering of the 2006 Bonds, and make no representation that we have independently verified the contents thereof.

Very truly yours,


STRADLEY RONON STEVENS & YOUNG, LLP