

**[Letterhead of Law Firm]**

[Date]

Minnesota Housing Finance Agency  
400 Wabasha Street North, Suite 400  
St. Paul, MN 55102

[Name of Ownership Entity]  
[Address]

Re: [Name and Location of Project]  
[Minnesota Housing HTC#]

Dear Sir/Madam:

We have acted as counsel to [ownership entity receiving the Tax Credits], (Owner) in connection with the owner's application to Minnesota Housing Finance Agency (Minnesota Housing) for of Low Income Housing Tax Credits (Housing Tax Credits) for the above-referenced property (Project property) pursuant to Minnesota Statutes, Section 462A.222 and Section 42 of the Internal Revenue Code of 1986, as amended (IRC).

For the purposes of the opinion expressed herein, we have examined the following:

1. Owner's Housing Tax Credit(HTC)application for Carryover (Minnesota Housing Multifamily Workbook Form) dated [date] (application);
2. The [site control document] dated [date];
3. The [Evidence of Title (e.g., Title Commitment or Abstract)] dated [date];
4. The Reservation/Binding agreement letter (Reservation Agreement) from Minnesota Housing dated [date]; and
5. Such other documents and papers as we have deemed relevant and necessary as the basis for our opinions set forth below.

Based upon our review of the documentation described above, which we assume for the purposes of this opinion to be authentic copies of documents actually executed and enforceable in accordance with their respective terms against the parties thereto, it is our opinion that:

1. The legal description of the project property that is attached hereto as Exhibit A is correct and identical to the property identified in the i) application and ii) Reservation Agreement.
2. The name of the entity that will be receiving the HTCs is [name].

3. The name of the entity that owns the project property described in Exhibit A is [name].
4. [Name of the entity that will be receiving the HTC] is in good standing under the laws of the State of Minnesota and has full legal power and authority under its organizational documents to do all things necessary to receive said HTCs.
5. The following information regarding the owner is correct:
  - a. Name:
  - b. Legal designation:
  - c. Tax Identification Number (TIN):
  - d. Required authorized signatories:
6. The following information regarding the party signing the application is correct:
  - a. Name:
  - b. Legal designation:
7. The following information for each general partner is correct:
  - a. Name:
  - b. Legal designation:
  - c. Tax Identification Number(TIN):
  - d. Name of the managing partner(s):
  - e. Contact persons:
  - f. Required authorized signatories:
8. If a partner is an organized entity, such as a limited liability corporation, a limited liability partnership or an organized partnership, the following information is correct for each such entity:
  - a. Name:
  - b. Legal designation:
  - c. Tax Identification Number(TIN):
  - d. Names of the managing partner(s)/member(s):
  - e. Contact persons:
  - f. Required authorized signatories:
9. Subject to Item #10 below, the project property is in compliance with the requirements of Section 42 of the IRC and is legally entitled to receive the amount of HTCs stated on the IRS Form 8609 associated with the project property.
10. The following waivers, if any, are required by the Code and have been obtained from the IRS and are attached as Exhibit B: [title].

\_\_\_\_\_  
Typed or Printed Name of Legal Firm

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Typed or Printed Name of Signer

Dated: \_\_\_\_\_