

(letterhead of law firm)

**MINNESOTA HOUSING FINANCE AGENCY  
APPROVED FORM OF ATTORNEY'S OPINION FOR  
TRANSFER OF GENERAL PARTNER INTEREST**

Minnesota Housing Finance Agency  
400 Sibley Street, Suite 300  
St. Paul, MN 5501-1998

RE: [Name and Location of Development]  
[MHFA LIHC #\_\_\_]

Dear Sir/Madam:

We have acted as counsel to \_\_\_\_\_, a Minnesota \_\_\_\_\_ (the "General Partner"), with its principal place of business located at \_\_\_\_\_, in connection with the General Partner's purchase from \_\_\_\_\_ (the "Seller") of the general partner's interest in [name of ownership entity] (the "Partnership"), which is the owner of the above referenced development (the "Development"). The Development is receiving the benefits of an allocation of low income housing tax credits ("Low Income Credits") pursuant to Minnesota Statutes, Section 462A.222 to 462A.24 and Section 42 of the Internal Revenue Code of 1986, as amended (the "Code") from the Minnesota Housing Finance Agency ("MHFA"). In that regard, we have reviewed and are familiar with the (i) [name of purchase agreement for transfer] (ii) [Certificate of Limited Partnership] of the Partnership dated \_\_\_\_\_, and [Limited Partnership Agreement] of the Partnership, dated \_\_\_\_\_ (iii) [list other appropriate documents, e.g. General Partner entity documents] and (iv) any other documents deemed necessary for the delivery of this opinion (collectively, such [transfer agreement, certificate and agreement] being hereinafter referred to as the "Organizational Documents").

Based upon our review of the documentation described above, which we assume for the purpose 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 General Partner is a \_\_\_\_\_, organized and 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 operate the Partnership and the Development.
2. The managing general partner of the Partnership is \_\_\_\_\_, a Minnesota \_\_\_\_\_ [if not a legal entity give person's name], the following person(s) is/are authorized to execute documents in behalf of the Partnership:  
[list name of any and all persons]
3. The Partnership is the owner for tax purposes of the Development.
4. To the best of my knowledge, information and belief, there is no legal action pending or threatened which would prevent the ownership and operation of the Development by the Partnership and the General Partner .

Sincerely,

