

ANNEX I: Attorney's Opinion Letter

[This Form Must Be Included With Application]

(This Opinion Must be Submitted Under Law Firm's Letterhead - Any changes to the form of opinion other than filling in blanks or making the appropriate selections in bracketed language must be accompanied by a black-lined version indicating all additional changes to the opinion. Altered opinions are subject to acceptance by the Authority and should be approved prior to the application deadline)

Date: _____

TO: Puerto Rico Housing Finance Authority
P.O. Box 71361
San Juan, Puerto Rico 00936-8461

RE: Low-Income Housing Tax Credit Program
Project: _____
Owner: _____

Gentlemen:

This undersigned firm represents the above-referenced Owner as its counsel. It has received a copy of and has reviewed the completed application package (**Application**) dated _____ (of which this opinion is a part) submitted to you for requesting, in connection with the Project, a reservation of low-income housing tax credits (**Credits**) available under Section 42 of the Internal Revenue Code of 1986, as amended (**Code**). It has also reviewed Section 42 of the Code, the regulations issued pursuant thereto and such other binding authority as it believes to be applicable to the issuance hereof (the regulations and binding authority hereinafter collectively referred to as the **Regulations**).

Based upon the foregoing reviews and upon due investigation of such matters as it deems necessary in order to render this opinion, but without expressing any opinion as to either the reasonableness of the estimated or projected figures or the veracity or accuracy of the factual representations set forth in the Application, the undersigned opines that:

1. It is more likely than not that the inclusion in eligible basis of the Project of such cost items or portions thereof, as set forth in Parts 24, 25 and 26 of the Application, complies with all applicable requirements of the Code and Regulations.
2. The calculations of the:
 - a. Maximum Allowable Credit available under the Code with respect to the Project in Part 26 of the Application; and
 - b. Estimated Qualified Basis of each building in the Project in Page 17 of the Application comply with all applicable requirements of the Code and regulations, including the selection of credit type implicit in such calculations.

3. The appropriate type(s) of allocation(s) have been requested in Part 10 of the Application.
4. The information set forth in Part 22 of the Application as to proposed rents satisfies all applicable requirements of the Code and Regulations.
5. The Owner controls the site of the Project, as identified in Part 16 of the Application, for not less than four (4) months beyond the application deadline.
6. **[Delete if inapplicable]** The type of the nonprofit organization involved in the Project is an organization described in Code Section 501(c)(3) or 501(c)(4) and exempt from taxation under Code Section 501(a), whose purposes include the fostering of low-income housing.
7. **[Delete if inapplicable]** The nonprofit organization's ownership interest in the Project is all the general partnership interests of the ownership entity of the Project as described in Part 38 of the Application.
8. **[Delete if inapplicable]** It is more likely than not that the representations made under Part 24 of the Application as to the Project's compliance with or exception to the Code's minimum expenditure requirements for rehabilitation projects are correct.
9. **[Delete if inapplicable]** After reasonable investigation, the undersigned has no reason to believe that the representations made under Part 31 of the Application as to the Project's compliance with or eligibility for exception to the ten-year *look-back-rule* requirement of Code §42(d)(2)(B) are not correct.

Finally, the undersigned opines that, if all information and representations contained in the Application and all current law were to remain unchanged, upon the placement in service of each building of the Project during this calendar year 20XX and/or, if the Owner intends to request all or any portion of its final allocation pursuant to Section 42(h)(1)(E) of the Code, upon compliance by the Owner with the requirements of such section, the Owner would be eligible under the applicable provisions of the Code and the Regulations to an allocation of Credits in the amount(s) requested in the Application.

This opinion is rendered solely for inducing the Puerto Rico Housing Finance Authority (**PRHFA**) to issue a reservation of Credits to the Owner. Accordingly, it may be relied upon only by PRHFA and may not be relied upon by any other party for any other purpose.

 Firm Name
 By: _____
 Its: _____
 (Title)