**FORMAT FOR OPINION OF COUNSEL**

**ON QUALIFICATIONS OF NONPROFIT**

*(Must be submitted on Attorney's Letterhead)*

**[Date]**

State of Georgia

Department of Community Affairs

Office of Housing Finance and Development

60 Executive Park South, N.E.

Atlanta, Georgia 30329-2231

Subject: **[Development Name]**

 **[Development Address]**

In order to satisfy one of the requirements set forth in the Qualified Allocation Plan, we have been asked to render an opinion as to: whether **[Applicant]** is a qualified nonprofit organization within the meaning of Section 42(h)(5) of the Internal Revenue Code (IRC); and whether Applicant satisfies the requirements of a qualified nonprofit organization, as defined in the 2019 Qualified Allocation Plan. We also understand that the Department of Community Affairs requires this legal opinion as a prerequisite to considering **[Applicant]** for an allocation of State and Federal tax credits from the Set-Aside reserved for use by qualified nonprofits.

In formulating our opinion, we reviewed the Articles of Incorporation and Bylaws of **[Applicant]**, the Letter of Determination dated [date] from the Internal Revenue Service as well as the Certificate of Existence from the State of Georgia, Secretary of States' Office. We also examined the records of **[Applicant]** to determine whether or not an identity of interest exists between **[Applicant]** and any for-profit sponsors of the above-referenced development ("the Development ").

Based on our review of the foregoing, it is our opinion that:

1. **[Applicant]** is a "qualified non-profit organization" within the meaning of Section 42(h)(5)(IRC);

1. To our knowledge, there is no identity of interest existing between **[Applicant]** and any for-profit sponsors of the project and that no impermissible affiliation with or control by a for-profit organization exists with respect to the Development;

3. One of the exempt purposes of [Applicant] includes the fostering of low-income housing; **[and]**

1. **[Applicant]** is a duly formed and validly existing nonprofit organization authorized to operate in the State of Georgia, as evidenced by a Certificate of Authority to Transact Business, or a Certificate of Existence. Applicant represents that all yearly annual registrations have been properly filed of record with the Secretary of State’s office**[.][; and]**

1. ***{Select One}***

[After reviewing the organizational documents and other supporting documents, it is our opinion that the [Applicant] is not sponsored, created or incorporated by a for-profit entity.]

or

**[After reviewing the organizational documents and other supporting documents, it is our opinion that the [Applicant] was sponsored or created by a for-profit entity and the for-profit entity’s primary purpose is not the development or management of housing.]**

We hereby certify that this opinion may be relied upon by the Office of Housing Finance and Development in the 2019 funding round in making a determination as to the eligibility of [Applicant] to receive state and federal tax credits from the nonprofit set-aside.

Sincerely,

**[Name of Attorney or Firm rendering opinion]**