

[This legal opinion, if applicable, is to be submitted with the Application]

**LOW-INCOME HOUSING TAX CREDIT PROGRAM
SAMPLE OPINION AS TO PROJECT QUALIFICATION FOR ACQUISITION CREDIT**

To be issued by Tax Counsel

Please be advised that the sample letter is for informational purposes only. The opinion should be project specific to justify the project's eligibility for Acquisition Credits. Tax Counsel should include relevant support documentation as attachment to the legal opinion, as appropriate.

Date

State of Georgia
Department of Community Affairs
60 Executive Park South, N.E.
Atlanta, Georgia 30329

ATTN: Low-Income Housing Tax Credit Program

DEVELOPMENT NAME: _____
BUILDING/DEVELOPMENT LOCATION: _____
BUILDING/DEVELOPMENT OWNER: _____

This opinion is given in compliance with the requirements of the Low-Income Housing Tax Credit Program and the applicable Qualified Allocation Plan. This firm represents the development owner in a legal capacity. This opinion is based on factual representations made by the development owner or proposed owner and reasonable and prudent verification of such representations. This opinion is rendered to induce the Georgia Department of Community Affairs to grant an acquisition credit under Section 42 of the Internal Revenue Code (Code) of 1986, as amended, on the subject building/development.

After reasonable investigation, we are of the opinion that the building for which the acquisition tax credit is requested meets or will meet the following statutory requirements at the time of allocation (PLEASE DELETE PARAGRAPHS WHICH ARE NOT APPLICABLE):

- (1) the building will be acquired by purchase as defined in the Internal Revenue Code Section 179(d)(2); and
- (2) the building was not previously placed in service by the new owner or by any person who was a related person with respect to the new owner as of the time previously placed in service; and
- (3) Except for federally or state assisted buildings as defined in Code Section 42(d)(6)(C) that are exempted from the 10 year placed in service rule by the Housing and Economic Recovery Act of 2008, the building was last placed in service at least 10 years prior to the date of acquisition by the new development owner; for an existing tax credit property, the project will have met the 15-year compliance period prior to the earlier of the date of acquisition by the new development owner or the end of the year of the carryover allocation; or

(3) the ten-year rule has been waived by the Secretary of the Treasury in connection with the building as provided in the Internal Revenue Code Section 42(d)(6)(B). If applicable, a copy of that waiver is attached to this opinion; or

(3) the building is subject to the following special rule for certain transfers as specified in the Internal Revenue Code Section 42(d)(2)(D):

_____;

or

(3) the building qualifies for reasons as follows:

This opinion relates solely to the application identified at the outset and is rendered solely for the purpose of inducing the Georgia Department of Community Affairs to make an allocation of the low-income housing credit to the identified owner on the building or development specified. This opinion is not to be used for any other purpose or to be relied upon by, or delivered to, any other person.

Very truly yours,

(Tax Counsel)