

SAMPLE LETTER OF COUNSEL

Date

Kathleen H. Kane  
Executive Director  
Sonoma County  
Community Development Commission  
1440 Guerneville Road  
Santa Rosa, California 95403

Re: (Project Name and Document)

Dear Ms. Kane:

I have acted as counsel to \_\_\_\_\_ (the "Company"), in connection with the purchase and development of the property located in Sonoma County, California, and described as Sonoma County Assessor's Parcel Number \_\_\_\_\_. In that connection, I have reviewed and examined the following documents relating to this matter: (list documents, i.e., purchase documents for the real property, loan commitment letter, proposed Affordable Housing Agreement with Sonoma County).

Based upon the foregoing, I am of the opinion that:

1. The Company is a General Partnership duly organized, existing and in good standing under the laws of the State of California and is duly qualified to do business in California and in each other jurisdiction where (a) the ownership of its properties or the conduct of its business makes such qualification necessary or (b) failure to be so qualified would have a material adverse effect on the financial condition of the Company.

2. The Company has all necessary power and authority to own and encumber its properties and assets and conduct its business as now conducted; and the Company has duly and validly obtained all certificates, licenses and permits from all public authorities, federal, state, and local, as are required by such authorities which are necessary to enable the Company to carry on its business as now conducted or where the failure to obtain any such certificates, licenses and permits would have a material adverse effect on the financial condition of the Company.

3. The Company has full power and authority to execute, deliver and perform its obligations under the said Affordable Housing Agreement, and the provisions of the Agreement will apply to and bind the heirs, successors, executors and administrators, assigns, contractors, subcontractors, and grantees of all parties and shall, upon proper recordation, be covenants running with the land.

Sincerely,