

SAMPLE ATTORNEY ACQUISITION OPINION LETTER

[Firm Letterhead]

Date

Missouri Housing Development Commission
Tax Credit Department
1201 Walnut, Suite 1800
Kansas City, Missouri 64106

RE: Low-Income Housing Tax Credits on the Acquisition of the Existing Buildings for XXXXX; MHDC
Development No. XX-XXX

Ladies and Gentlemen:

I represent XXXX, a Missouri _____ (“Project Owner”). This opinion is issued to Missouri Housing Development Commission to rely on to assist in determining eligibility of the buildings (“Existing Building(s)”) located at _____ for acquisition credits for the Federal and Missouri Low Income Housing Tax Credits pursuant to Section 42(m) of the Internal Revenue Code (“Code”) and applicable Missouri Law.

Code Section 42(d)(2)(B) sets forth the requirements, which must be satisfied for acquisition credits (the “Acquisition Credits”) to be available for the Existing Building(s) as follows:

- 1) The first requirement is that the existing building must be acquired by purchase as defined in Code Section 179(d)(2) (the “Purchase Requirement”).

Provide specifics of how the Existing Building(s) meet this requirement.

- 2) There must be a period of at least 10 years between the date of the buildings’ acquisition by the taxpayer and the later of (I) the date the building was last placed in service, or (II) the date of the most recent nonqualified substantial improvement of the building (the “10-Year Requirement”).

Provide details of what was examined and specifics as to how the requirement is met. Also address Section 42(d)(2)(B)(iii) (related persons).

- 3) The Existing Buildings need to qualify for rehabilitation credits under Section 42 of the Code (the “Rehabilitation Requirement”).

Provide specifics of how the Existing Building(s) meets this requirement.

Based on the foregoing, it is our opinion the Existing Building(s) will satisfy the Purchase Requirement, the 10-Year Requirement and, assuming the Project Owner in fact rehabilitates the Existing Building(s) so as to qualify the rehabilitation expenditures treated as a new building under Code Section 42(e) for credit under Code Section 42, the Rehabilitation Requirement will be satisfied by the Project Owner. Accordingly, the acquisition costs for Existing Building(s) should qualify for the Acquisition Credit.

Sincerely,

Name