**EXHIBIT B**

FORM OF OPINION OF COUNSEL- APPLICATION

Date:

Minneapolis/Saint Paul Housing Finance Board

c/o Minneapolis Community

Development Agency

Crown Roller Mill, Second Floor

105 Fifth Avenue South

Minneapolis, MN 55401

or

c/o Saint Paul Housing and

Redevelopment Authority

13th Floor, City Hall Annex

25 West Fourth Street

St. Paul, Minnesota 55102

 Theresa Bima Reeves

 Kutak Rock LLP

 1650 Farnam Street

 Omaha, NE 68102

RE: **(Name of Developer)**

**(Name and address of Project) (Building addresses, if more than one)**

Ladies and Gentlemen:

We have acted as counsel to\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, a\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(the "Developer") in connection with the Developer's application to Minneapolis/Saint Paul Housing Finance Board (the "Board") for allocation of low income housing credits pursuant to Minnesota Statutes, Chapter 462A.222 and Section 42 of the Internal Revenue Code of 1986, as amended (the "Code"). In that regard, We have reviewed and are familiar with the Developer's application for Low Income Credit dated {the "Application"}, and the [Partnership Agreement/Articles and Bylaws], of the Developer (the "Organizational Documents"), dated\_\_\_\_\_\_\_\_. We have further examined such documents and papers as We have deemed relevant and necessary as the basis for my opinions as set forth below. Based upon our examination, it is our opinion that:

1. That Developer is a \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_organized and in good standing under the

 Laws of the State of Minnesota, and has full legal power and authority under its Organizational Documents

 to do all things necessary to complete the Project described in the Application.

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2. I am not aware that the Application contains any untrue statement of a material fact with respect to the allocation of low income credit to the Developer.

3. Assuming that the facts set forth in the Application [and in the Certificate of the Developer attached hereto (if necessary)] with respect to costs of construction, schedule of completion, plans and specifications, credit allocation amount, occupancy by low-income tenants, rents, and other matters are, in fact, realized, and based on existing laws, regulations, rulings and decisions as of the date of this opinion,

(a) The Project will consist of Buildings;

[Each] [The] Building is a (new) (existing) building within the meaning of Section 42(d) of the

Code;

[(If applicable) The rehabilitation expenditures for the. Building will be treated as a separate, new building within the meaning of Section 42(e) of the Code;]

(b) The (Project Building) will be a qualified low-income housing project as defined in

Section 42(g) of the Code;

(c) The (Project Building) will be eligible for the (70% *I* 30%) present value credit described in Section 42(b) of the Code;

(d) The building (will be) (has been) placed in service as such term is used in Section

42(g)(3) of the Code in \_\_\_\_\_ 20\_\_\_;

(e) The applicable fraction as defined in Section 42(c) of the Code will be %;

(f) As of the close of the first year of the credit period the eligible basis of the building as defined in Section 42(d) will be $ \_

(g) As of the close of the first year of the credit period the qualified basis of the building as defined in Section 42(c) will be $ \_

(h) The beginning of the credit period as defined in Section 42(f) will be \_

[(i) The Developer is a qualified non-profit organization as defined in Section42(h)(5)(c) (if applicable).]

[(j) (If applicable.) The Project is located in United States Census Tract Number in the Minneapolis-Saint Paul Metropolitan Area, which has been designated by the Secretary of Housing and Urban Development as a qualified census tract within the meaning of Section 42(d)(4) of the Code. Pursuant to Section 42(d)(4)(C)(II) of the Code, the [rehabilitation] [construction] expenditures t;:; ken into account under Section 42(e) of the Code will be 130 percent of such expenditures (as determined without regard to such Section 42(d)(4)(C)(II)).]

Very truly yours,