

[Law Firm Letterhead]

[Date]

[Addressee/Underwriter Name]

[Address]

[City, State, Zip Code]

RE: Issuance of [Amount] [Name of Bonds] (the "Bonds") by [Issuer Name]

Ladies and Gentlemen:

We have acted as counsel to [Issuer Name] (the "Issuer") in connection with the issuance and sale of the Bonds. This opinion letter is furnished to you pursuant to Section [Number] of the Purchase Agreement dated [Date].

In connection with this opinion, we have examined originals or copies of the following documents:

- The Indenture dated as of [Date] between the Issuer and [Trustee Name].
- The Loan Agreement dated as of [Date] between the Issuer and [Borrower Name].
- The Bond Purchase Agreement dated [Date].
- [List other relevant transaction documents].

We have also examined such certificates of public officials and officers of the Issuer as we have deemed necessary as a basis for the opinions set forth below.

Based upon the foregoing, and subject to the qualifications and limitations stated herein, we are of the opinion that:

1. The Issuer is a [Legal Entity Type] duly organized and validly existing under the laws of the State of [State].
2. The Issuer has the full legal right, power, and authority to execute and deliver the Transaction Documents and to perform its obligations thereunder.
3. The Transaction Documents have been duly authorized, executed, and delivered by the Issuer.
4. The Transaction Documents constitute the legal, valid, and binding obligations of the Issuer, enforceable against the Issuer in accordance with their respective terms.
5. The Bonds have been duly authorized and executed by the Issuer and, assuming due authentication by the Trustee, constitute valid and binding limited obligations of the Issuer.

The opinions set forth above are subject to the following qualifications:

- Enforceability may be limited by bankruptcy, insolvency, reorganization, or other laws relating to or affecting the enforcement of creditors' rights.

- Enforceability is subject to general principles of equity, regardless of whether considered in a proceeding in equity or at law.
- We express no opinion as to the laws of any jurisdiction other than the State of [State] and the federal laws of the United States.

This opinion is rendered solely for your benefit in connection with the transaction described above and may not be relied upon by any other person or for any other purpose without our prior written consent.

Very truly yours,

[Signature of Law Firm]

[Name of Law Firm]