

**[Company Letterhead]**

**Date:** [Insert Date]

**To:**

[Recipient Name/Board of Directors]

[Recipient Address]

[City, State, Zip Code]

**Re: Final Opinion Letter regarding Corporate Environmental Liabilities for  
[Project/Transaction Name]**

Dear [Recipient Name],

We have acted as environmental counsel to [Company Name] (the "Company") in connection with the [Describe Transaction, e.g., acquisition, merger, or asset sale] pursuant to the [Agreement Name] dated [Date]. This letter constitutes our final opinion regarding the potential environmental liabilities associated with the properties and operations defined in the transaction documents.

**1. Scope of Review**

In connection with this opinion, we have reviewed the following documents:

- Phase I Environmental Site Assessments dated [Date]
- Phase II Subsurface Investigation Reports dated [Date]
- Environmental permits and compliance records provided by [Agency Name]
- Disclosures and representations made in the [Purchase Agreement/Disclosure Schedule]

**2. Findings and Opinion**

Based upon the aforementioned review and subject to the qualifications herein, it is our opinion that:

- (a) The Company is in material compliance with all applicable federal, state, and local environmental laws and regulations.
- (b) There are no pending or, to our knowledge, threatened environmental claims, investigations, or enforcement actions against the Company.
- (c) Any identified environmental conditions (RECs) have been appropriately disclosed and, where applicable, remediation costs have been estimated and reserved as specified in [Section/Document].

**3. Assumptions and Qualifications**

This opinion is subject to the following:

- We have relied upon the accuracy of technical data provided by third-party environmental consultants.
- This opinion is limited to laws currently in effect as of the date of this letter.
- No independent physical inspection or sampling was performed by this firm.

#### **4. Conclusion**

Based on the foregoing, we conclude that the potential for undisclosed environmental liability arising from the transaction is [low/materially addressed].

This letter is for the sole benefit of [Recipient Name] and may not be relied upon by any other party without our express written consent.

Sincerely,

[Signature]

[Name of Partner/Attorney]

[Name of Law Firm/Consultancy]