[Date]

Administrator

Rural Utilities Service

U. S. Department of Agriculture

Washington, D. C. 20250-1500

**Re: ReConnect Program Application – Legal Opinion**

Dear Sir/Madam:

We are [general or special] counsel for \_\_\_\_, (the "Applicant.") In such capacity, we acted as counsel to the Applicant in connection with its ability to apply for an award under the ReConnect Program and in the review of the [Loan Agreement, Grant Agreement, or Loan/Grant Agreement] as referenced in the Funding Opportunity Announcement.

We are of the opinion that:

1. Applicant is a duly organized and existing [legal entity] under the laws of the State of \_\_\_\_\_\_\_\_\_\_\_;
2. Applicant operates in the State(s) of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and is duly licensed, qualified, and in good standing as a foreign corporation in each State;
3. Applicant has corporate power: (1) to execute and deliver the [Loan Agreement, Grant Agreement, or Loan/Grant Agreement]; and (2) to perform all acts required to be done by it under said agreement;

1. No legal proceedings have been instituted or are pending against Applicant, the outcome of which would adversely affect Applicant's ability to perform the duties under the [Loan Agreement, Grant Agreement, or Loan/Grant Agreement]; and
2. Applicant has the power to own its property and to pledge the Collateral required by the [Loan Agreement, Grant Agreement, or Loan/Grant Agreement]; and
3. [[1]](#endnote-1)Applicant represents that it owns the following real property, attached as a schedule to this opinion. A lien accommodation [is necessary on assets that would constitute Collateral under the award] *or* [is not necessary on any assets, both real and personal, that would constitute Collateral under the award].

Very truly yours,

1. This provision only applies to applicants requesting a loan component in their application and should be omitted if only a grant is sought. If a lien accommodation is necessary, a certification from the prior lender or lienholder on Applicant’s assets that would constitute Collateral must be supplied with the application, stating that they have agreed to sign the RUS’ standard intercreditor agreement or co-mortgage found on the Agency’s web page. Note that RUS will not share a lien position on assets with any related party or affiliate of Applicant. [↑](#endnote-ref-1)