

**Attachment 1 -  
Legal Opinion**

[Date]

Administrator  
Rural Utilities Service  
U. S. Department of Agriculture  
Washington, D. C. 20250-1500

**Re:** \_\_\_\_\_

Dear Sir:

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 to the ReConnect Pilot 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:

(a) The Applicant is a duly organized and existing [legal entity] under the laws of the State of \_\_\_\_\_, [if applicable, is duly licensed and qualified and in good standing as a foreign corporation in the States of \_\_\_\_\_].

(b) The 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.

(c) No legal proceedings have been instituted or are pending against the Applicant, the outcome of which would adversely affect the Applicant's ability to perform the duties under the [Loan Agreement, Grant Agreement, or Loan/Grant Agreement]; and

(d) The Applicant has the power to own its property and to pledge the Collateral required by the [Loan Agreement, Grant Agreement, or Loan/Grant Agreement].

Very truly yours,