



Offices in
Minneapolis
Saint Paul
St. Cloud

Fifth Street Towers
150 South Fifth Street, Suite 700
Minneapolis, MN 55402
(612) 337-9300 telephone
(612) 337-9310 fax
kennedy-graven.com
Affirmative Action, Equal Opportunity Employer

§ _____
City of Shakopee, Minnesota
Multifamily Housing Revenue Bonds
(Shakopee Village Apartments Project)
Series 2021

We have acted as bond counsel to the City of Shakopee, Minnesota (the “Issuer”) in connection with the issuance and sale of its Multifamily Housing Revenue Bonds (Shakopee Village Apartments Project), Series 2021 (the “Bonds”), in the original aggregate principal amount of \$_____. Capitalized terms used herein that are otherwise not defined shall have the meanings provided in the Indenture of Trust, dated as of May 1, 2021 (the “Indenture”), between the Issuer and U.S. Bank National Association, a national banking association (the “Trustee”).

In connection with the issuance of the Bonds, we have examined (i) a certified copy of a resolution adopted by the City Council of the Issuer on March 16, 2021 (the “Bond Resolution”), authorizing the issuance of the Bonds pursuant to and under the provisions of Minnesota Statutes, Chapters 462C and 474A, as amended (the “Act”); (ii) an executed counterpart of the Indenture; (iii) an executed counterpart of the Loan Agreement, dated as of May 1, 2021 (the “Loan Agreement”), between the Issuer and Shakopee Housing Partners, LP, a Minnesota limited partnership (the “Borrower”); (iv) an executed counterpart of the Regulatory Agreement, dated as of May 1, 2021, but effective as of May ___, 2021 (the “Regulatory Agreement”), between the Issuer, the Borrower, and the Trustee; (v) the form of the Bonds; and (vi) such other documents as we deemed relevant and necessary in rendering this opinion.

Based on such examination, assuming the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, and the authenticity of originals of such latter documents and the accuracy of the statements of fact contained in certificates furnished to us by officials of the Issuer and representatives of the Borrower, and based upon federal and State of Minnesota laws, regulations, rulings, and decisions in effect on the date hereof, we are of the opinion that:

1. The Issuer is a statutory city and political subdivision duly organized and validly existing under the Constitution and laws of the State of Minnesota and is authorized to issue the Bonds, to loan the proceeds thereof to the Borrower under the terms of the Loan Agreement for the purposes set forth in the Loan Agreement, the Indenture, and the Bond Resolution, and to pledge and assign to the Trustee all of its right, title, and interest in the Loan Agreement (except for certain rights to the payment of fees, indemnification, and reimbursement of expenses and other rights of the Issuer), including payments which are required to be made under the Loan Agreement, and the other revenues and funds held pursuant to the Indenture.

2. The Issuer has complied with all applicable provisions of the Constitution and laws of the State of Minnesota, including the Act, and has full power and authority to execute and deliver the Bonds,

the Indenture, the Loan Agreement, the Regulatory Agreement, and the other related documents referred to therein to which it is a party (collectively, the “Issuer Documents”) and to carry out the terms thereof.

3. The Issuer Documents have been duly and validly authorized, executed, and delivered by the Issuer and, assuming the due and valid authorization, execution, and delivery thereof by the other parties thereto, are in full force and effect and are valid and binding obligations of the Issuer enforceable against the Issuer in accordance with their terms.

4. The Bonds have been duly and validly authorized, executed, and delivered by the Issuer and are valid and binding special, limited obligations of the Issuer secured by and entitled to the benefits provided by the Indenture, enforceable in accordance with their terms and the terms of the Indenture. The Bonds are not general obligations or indebtedness of the Issuer within the meaning of any constitutional or statutory limitation, and do not constitute or give rise to a pecuniary liability of the Issuer or a charge against the general credit or taxing powers of the Issuer, but are payable solely from revenues derived from the Loan Agreement and the other documents executed in connection with the issuance of the Bonds, as provided in the Indenture, and from the other revenues pledged to the payment of the Bonds pursuant to the terms of the Indenture and the Loan Agreement. By the Indenture, the Issuer has validly pledged and assigned to the Trustee all of its rights and interest in the Loan Agreement (except for certain rights to the payment of fees, indemnification, and reimbursement of expenses and other rights of the Issuer), including payments that the Borrower is required to make under the Loan Agreement in amounts and at times sufficient to pay the principal of, premium, if any, and interest on the Bonds as the same become due and payable; provided, however, we express no opinion as to the priority of such pledge, assignment, and security interest, or its effect against third parties.

5. The Bonds are “private activity bonds” within the meaning of Section 141(a) of the Internal Revenue Code of 1986, as amended (the “Code”), but are “exempt facility bonds” the net proceeds of which are to be used to provide a “qualified residential rental project” within the meaning of Sections 142(a)(7) and 142(d) of the Code and, therefore, as of the date of issuance of the Bonds, interest on the Bonds, except interest on any Bond for any period during which it is held by a “substantial user” of the project to be financed by proceeds of the Bonds or a “related person” as those terms are employed in Section 147(a) of the Code, is excludable from gross income for federal income tax purposes and is excludable from the net taxable income of individuals, trusts, and estates for State of Minnesota income tax purposes. Interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax and is not an item of tax preference for purposes of the Minnesota alternative minimum tax applicable to individuals, estates, and trusts. Interest on the Bonds is subject to the State of Minnesota franchise tax imposed on corporations and financial institutions.

The opinions set forth in the preceding paragraph are subject to the condition that the Borrower comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be (or continue to be) excluded from gross income for federal income tax purposes. Failure to comply with such requirements could cause interest on the Bonds to be so included in gross income and net taxable income retroactive to the date of issuance of the Bonds. The Borrower has covenanted to comply with such requirements. We express no opinion regarding other federal or state tax consequences arising with respect to ownership of the Bonds or caused by the receipt or accrual of interest thereon.

The obligations of the parties, and the enforceability thereof, with respect to the documents described above are subject, in part, to the provisions of the bankruptcy laws of the United States of America and to other applicable bankruptcy, insolvency, reorganization, moratorium, or similar laws relating to or affecting creditors’ rights, now or hereafter in effect. Certain of the obligations, and the enforcement

thereof, contained in the Indenture are also subject to general equity principles which may limit the specific enforcement of certain remedies, but which do not affect the validity of such documents.

This opinion is given as of the date hereof and we assume no obligation to update, revise, or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We have not been engaged, and have not undertaken, to review the accuracy, completeness or sufficiency of any offering materials relating to the Bonds and, accordingly, we express no opinion with respect thereto.

Dated May ___, 2021 at Minneapolis, Minnesota.

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