

April 18, 2019

Delaware State Housing Authority
18 The Green
Dover, Delaware

Re: Delaware State Housing Authority -- Downpayment Assistance Programs

Ladies and Gentlemen:

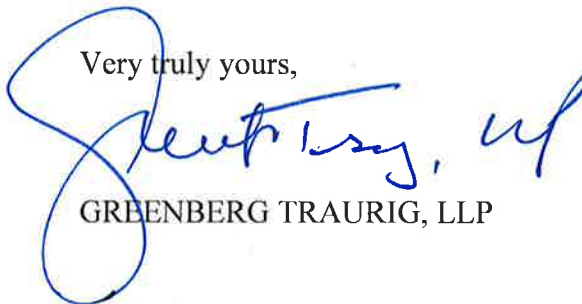
We serve as counsel to the Delaware State Housing Authority (the "Authority"), a public corporation of perpetual duration established and existing under the laws of the State of Delaware. 29 Del. C. § 8602 and 31 Del. C. §4010. In that capacity we have reviewed the Authority's downpayment assistance programs which the Authority has established and operates pursuant to its powers set forth in 31 Del. C. § 4013 and other relevant provisions of the Delaware Code.

This legal opinion is being provided to satisfy certain requirements of the U.S. Department of Housing and Urban Development Mortgagee Letter 19-06, dated April 18, 2019, regarding Downpayment Assistance and Operating in a Governmental Capacity ("Mortgagee Letter 19-06").

It is our opinion that the Authority is considered within the jurisdiction in which it is operating its downpayment assistance programs (the State of Delaware) to be an agency or instrumentality of the State of Delaware consistent with the definitions of "State" as defined in Section 201(d) of the National Housing Act (12 U.S.C. § 1707(d)) and "agency" or "instrumentality" as provided in Section 528 of the National Housing Act (12 U.S.C. § 1735f-6) and 24 CFR § 203.32(b) and as further clarified in HUD's 4000.1 Single Family Housing Policy Handbook.

This opinion may be distributed to and used by mortgage lenders participating in the Authority's down payment assistance programs to satisfy the requirements of Mortgagee Letter 19-06 relating to the obtaining of a legal opinion. The opinion expressed in this letter is based on the law in effect as of the date of this opinion and is limited to the opinion stated herein, and no other opinion is implied or may be inferred beyond the opinion expressly stated in the preceding paragraph.

Very truly yours,



GREENBERG TRAURIG, LLP