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**FORM M**  
**OPINION OF COUNSEL**

[Letterhead of Independent Law Firm or In-house Counsel - Must be licensed to practice in Colorado]

Proposal Date:

Neal Retzer  
Colorado Department of Transportation - Region 1  
425B Corporate Circle  
Golden, CO 80401

Re: Request for Proposals (“RFP”) for Eisenhower Johnson Memorial Tunnel Drainage Plumbing and Heat Trace Design-Build Project (the “Project”), Contract No. \_\_\_\_\_ (“Contract”); \_\_\_\_\_ (the “Proposer”)

XXXXX:

[Describe relationship to Proposer and its joint venture members, general partners, and any other entities whose approval is required in order to authorize delivery of the proposal.] This letter is provided to you pursuant to Section 6.0 of the Instructions to Proposers contained in the RFP.

In giving this opinion, we have examined \_\_\_\_\_. We have also considered such questions of law and we have examined such documents and instruments and certificates of public officials and individuals who participated in the procurement process as we have deemed necessary or advisable. [if certificate used/obtained from Proposer, such certificate should also run in favor of CDOT and should be attached to opinion]

In making this response we have assumed that all items submitted to us or reviewed by us are genuine, accurate and complete, and if not originals, are true and correct copies of originals, and that all signatures on such items are genuine.

Subject to the foregoing, we are of the opinion that:

1. [opinion regarding organization/formation and existence of Proposer [if partnership/joint venture, add: and each of its joint venture members and general partners] and that Proposer has corporate power to own its properties and assets, to carry on its business, to enter into the Contract and to perform its obligations under the Contract]
2. [opinion regarding good standing and qualification to do business in State of Colorado for Proposer]

3. [opinion that Contract has been duly authorized by all necessary corporate action on the part of the Proposer and the Contract has been duly executed and delivered by Proposer.]
4. [opinion that the Contract constitutes a legal, valid and binding obligation of the Proposer enforceable against the Proposer in accordance with its terms; if partnership/joint venture, add: and its joint venture members/general partners]
5. [opinion that all required approvals have been obtained with respect to execution, delivery and performance of the Contract; and that the Contract does not conflict with any agreements to which Proposer is a party [if partnership/joint venture, add: and its joint venture members/general partners are a party] or with any orders, judgments or decrees by which Proposer is bound [if partnership/joint venture, add: and its joint venture members/general partners are bound].
6. [opinion that execution, delivery and performance of all obligations by Proposer under the Contract does not conflict with, and is authorized by, the articles of incorporation and bylaws of Proposer [if partnership, replace articles of incorporation and bylaws with partnership agreement and (if applicable) certificate of limited partnership); if joint venture, replace articles of incorporation and bylaws with joint venture agreement; if limited liability company, replace articles of incorporation and bylaws with operating agreement and certificate of formation].
7. [opinion that execution and delivery by the Proposer of the Contract do not, and the Proposer's performance of its obligations under the Contract will not, violate any current statute, rule or regulation applicable to the Proposer or to transactions of the type contemplated by the Contract].