

**INDEPENDENT REGISTERED MUNICIPAL ADVISOR REPRESENTATION
FOR CARBON-FREE POWER PROJECT**

Dated June 20, 2016

Pursuant to paragraph (d)(3)(vi)(B) of Rule 15Ba1-1 (the “*Municipal Advisor Rule*”) of the Securities and Exchange Commission (the “*SEC*”) under the Securities Exchange Act of 1934, as amended (the “*Act*”), Utah Associated Municipal Power Systems (“*UAMPS*”) hereby represents that, effective May 26, 2016, it is represented by, and will rely on the advice of, Piper Jaffray & Co. (the “*Advisor*”) on all matters relating to Issuances of Municipal Securities for UAMPS’ Carbon-Free Power Project (the “*CFPP*”). For purposes of this representation, “will rely” means that UAMPS will seek and consider, but may not necessarily follow, the advice of the Advisor. Please note that (i) the Advisor’s engagement does not include advice on Municipal Financial Products and (ii) the representation set forth above is accordingly limited.

UAMPS has been advised by the Advisor that it is registered as a municipal advisor with the SEC and the Municipal Securities Rulemaking Board. For information regarding the employment history with the Advisor of its Associated Individuals for purposes of its representation of UAMPS, please contact [Edward P. Meyers [(212) 284-9558, edward.p.meyers@pjc.com]].

Market participants who wish to communicate directly with UAMPS with regard to Issuances of Municipal Securities for the CFPP should contact Scott Fox, UAMPS Chief Financial Officer [(801) 214-6418, scott@uamps.com]. Please include Ed Meyers on all communications.

By publicly posting the foregoing written representation to its website, UAMPS intends that market participants receive and use it for purposes of the independent registered municipal advisor exemption under the Municipal Advisor Rule. Capitalized terms used and not defined in this representation have the meanings assigned to them in the Act, the Municipal Advisor Rule and the related guidance of the SEC’s Office of Municipal Securities. This representation will continue in effect until an updated representation is publicly posted by UAMPS to its website.