

**INDEPENDENT REGISTERED MUNICIPAL ADVISOR REPRESENTATION
FOR ALL PROJECTS OTHER THAN THE 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 it is represented by, and will rely on the advice of, Zions Bank Public Finance (the “*Advisor*”) on all matters relating to Issuances of Municipal Securities and Municipal Financial Products for all of its Projects, other than the Carbon-Free Power Project (please see our separate IRMA representation for the Carbon-Free Power Project). For purposes of this representation, “will rely” means that UAMPS will seek and consider, but may not necessarily follow, the advice of the Advisor.

UAMPS has been advised by the Advisor that: (i) it has registered as a municipal advisor with the SEC and the Municipal Securities Rulemaking Board; and (ii) the following individuals, each of whom has been employed by the Advisor for at least two years prior to the date of this representation, are the Associated Individuals of the Advisor for its representation of UAMPS:

Brian Baker, Alyson Price, Eric Pehrson, Cara Bertot, Marcus Keller, and Johnathan Ward.

Market participants who wish to communicate directly with UAMPS with regard to Issuances of Municipal Securities and Municipal Financial Products should contact Scott Fox, UAMPS Chief Financial Officer [(801) 214-6418, scott@uamps.com]. Please include Brian Baker [(801) 844-7381, brian.baker@zionsbank.com] 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.