

OPINION OF COUNSEL TO THE PARTICIPANT

_____, 2026

Utah Associated Municipal Power Systems
155 North 400 West, Suite 480
Salt Lake City, UT 84103

Ladies and Gentlemen:

I have acted as counsel to City of Fallon, Nevada (the "*Participant*") in connection with the Amended and Restated Power Pooling Agreement, dated as of May 1, 2026 (the "*Agreement*"), between the Participant and Utah Associated Municipal Power Systems ("*UAMPS*").

In connection with the opinions set forth herein, I have examined (i) the resolution adopted by the Participant's governing body authorizing the execution and delivery of the Agreement, (ii) an executed counterpart of the Agreement, and (iii) such other documents, information, facts and matters of law as are necessary for me to render the opinions contained herein.

Based upon the foregoing, I am of the opinion that:

1. The Participant has full legal right, power and authority to enter into the Agreement and to perform its obligations thereunder.
2. The Agreement has been duly authorized, executed and delivered by the Participant and constitutes its legal, valid and binding obligation and is enforceable in accordance with its terms, except as enforceability may be limited by bankruptcy, insolvency, moratorium, reorganization or other laws affecting creditors' rights generally or usual equity principles in the event equitable remedies should be sought.
3. There is no pending or, to my knowledge, threatened, action or proceeding affecting the Participant (nor to my knowledge is there any basis therefor), which purports to affect the authorization, legality, validity or enforceability of the Agreement.
4. The execution, delivery and performance by the Participant of the Agreement will not conflict with or constitute a breach of or default under any agreement, indenture, bond, note, resolution or other instrument to which the Participant or any applicable law, ruling, regulation, ordinance, judgment, order or decree to which the Participant (or any of its officers in their respective capacities as such) or its properties is subject.

Respectfully submitted,