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August 12, 2020

The Trustees
Spencer Utilities Authority
8200 NE 36th Street
Spencer, Oklahoma 73084

Re: Spencer Utilities Authority - Utility System Revenue
Bonds Series 2020 (the "Bonds")

Ladies and Gentlemen:

I am serving as General Counsel to the Trustees of the Spencer Utilities Authority (the "Authority"), a public trust, the beneficiary of which is the City of Spencer, Oklahoma (the "City"). To render this opinion, I have examined such documents, instruments, records and proceedings of the Authority as I have deemed necessary. The instruments examined included (i) the Trust Indenture of the Authority dated January 26, 1966, and (ii) a Lease Agreement and Operation and Maintenance Contract dated as of December 1, 1993, as amended, by which the City of Spencer, Oklahoma (the "City"), leased to the Authority all then existing and thereafter acquired water, sanitary sewer and garbage systems (the "Systems").

Based upon such examination, I am of the opinion that:

1. The Authority is a validly created and existing public trust of which the City is beneficiary, duly organized under the laws of the State of Oklahoma, with full legal right, power and authority to issue the Bonds, to be secured by the revenues derived from the Systems of the City which are leased to the Authority under the Lease.
2. The Resolution of the Authority adopted on June 26, 2020, by the Authority

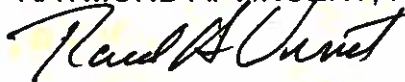
(the "Act"), authorizing the sale, issuance and delivery of the Bonds in the original principal amount of not to exceed \$8,850,000.00 was validly approved and properly authorized.

3. The Resolution of the City adopted on June 26, 2020, approving the sale, issuance and delivery of the Bonds by the Authority was validly approved and properly authorized.

4. As of the date hereof, there is no litigation pending or threatened against the Trustees of the Authority concerning or questioning the creation or existence of the Authority or in any way affecting the sale, issuance or delivery of the Bonds.

Very truly yours,

RAYMOND A. VINCENT, PLLC

A handwritten signature in black ink, appearing to read "Raymond A. Vincent", written over the printed name.

By: Raymond A. Vincent

RAV:pe