

**RESOLUTIONS ADOPTED BY THE
CHICAGO INFRASTRUCTURE TRUST
BOARD OF DIRECTORS
ON FEBRUARY 24, 2014**

MEETING MINUTES

RESOLVED, that the minutes of the meetings of the Board of Directors held on November 6, 2013 and November 12, 2013, in the form previously provided to the members of the Board of Directors, be and hereby are approved.

INDEPENDENT AUDITOR SELECTION

WHEREAS, the Chicago Infrastructure Trust (the "Trust") is required to engage an independent auditor to review and audit, and issue an opinion with respect to, the financial statements of the Trust for the periods (i) from inception to December 31, 2012 and (ii) for the 2013 fiscal year (the "Audit Period");

WHEREAS, in facilitation of the selection of an independent auditor, the Trust's contracting manual requires the Trust to issue a Request for Proposal ("RFP") and solicit responses to such RFP in accordance with the requirements of such contracting manual;

NOW, THEREFORE, BE IT RESOLVED, that the Trust's Chief Executive Officer be and hereby is authorized and directed to prepare and issue an RFP in compliance with the Trust's contracting manual with the objective of soliciting qualified, interested parties to serve as the Trust's independent auditor for the Audit Period; and

FURTHER RESOLVED, that the Trust's Chief Executive Officer be and hereby is authorized and empowered to interview and select, from among the respondents to such RFP, a qualified independent auditor to review and audit, and issue an opinion with respect to, the Trust's financial statements for the Audit Period.

CONTRACTING MANUAL

WHEREAS, the staff of the Trust has recommended modifications and improvements to the contracting manual previously approved by the Board of Directors;

NOW, THEREFORE, BE IT RESOLVED that the Trust's contracting manual, in the form so modified as of the date hereof and presented to the Board of Directors, be and hereby is adopted and approved.

GENERAL

RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, any of the Trust's officers be, and each hereby is, authorized to take all such further actions, and to execute and deliver all such further agreements, instruments, documents or certificates in the name and on behalf of the Trust, and under its corporate seal or otherwise, and to pay all such fees and expenses, which shall in their judgment be necessary, proper or advisable and to perform all of the obligations of the Trust in connection with the foregoing resolutions.

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