

**RESOLUTIONS ADOPTED BY THE
CHICAGO INFRASTRUCTURE TRUST
BOARD OF DIRECTORS
ON JANUARY 27, 2016**

ELECTION OF SECRETARY/TREASURER

WHEREAS, pursuant to Section 7.7 of the Amended and Restated Bylaws of the Chicago Infrastructure Trust (the "Trust"), a Secretary-Treasurer shall be elected as an officer of the Board of Directors (the "Board") in order to serve as the principal accounting and financial officer of the Trust and the custodian of the corporate records of the Trust; and

WHEREAS, the position of Secretary-Treasurer is currently vacant and the Board desires to fill such vacancy;

NOW, THEREFORE, BE IT RESOLVED that Carl Lingenfelter be, and hereby is, elected to serve as Secretary-Treasurer of the Trust until his earlier resignation, retirement or removal.

401(k) PLAN

WHEREAS, the Board believes it to be in the best interests of the Trust to adopt and implement a retirement savings plan for employees pursuant to Section 401(k) of the Internal Revenue Code (the “Plan”) because the existence of such a plan will facilitate the recruitment and retention of qualified employees; and

WHEREAS, the Executive Director has negotiated the terms of an Administrative Services Agreement with Betterment for Business LLC to provide certain administrative services with respect to the Plan;

NOW, THEREFORE, BE IT RESOLVED that the Plan, in the form of the Betterment for Business LLC Volume Submitter Plan and Trust Agreement (the “Trust Agreement”) provided to the Board for its review, be, and hereby is, adopted and approved; and

RESOLVED FURTHER that the Trustee indicated in the Trust Agreement be, and hereby is, appointed effective as of the first day of the first plan year for which the Plan is adopted by the Trust; and

RESOLVED FURTHER, that the proper officers of the Trust be, and hereby are, authorized and directed to execute all necessary documents setting forth the terms and conditions of the Plan, and each of them is hereby authorized and directed in the name of and on behalf of the Trust to execute and deliver the Plan and to do all other things, including the execution of any other documents, that any of them deems necessary or appropriate to implement the foregoing resolutions; and

RESOLVED FURTHER, that the Executive Director be, and hereby is, authorized and directed to remit to the Plan such sums as are required by the terms of the Plan from year to year until otherwise directed by the Board; and

RESOLVED FURTHER, that any action relating to the subject matter of these resolutions taken by any member of the Board or officer of the Trust prior to the date hereof be, and hereby is, ratified, confirmed and approved in all respects.

HOMEBUYER ASSISTANCE PROGRAM

WHEREAS, the staff of the Trust has presented to the Board a proposal to administer a homebuyer assistance program on behalf of the City of Chicago; and

WHEREAS, the City Council of the City of Chicago is expected to consider reinstating the City's homebuyer assistance program in accordance with the terms outlined to the Board and is expected to request that the Trust serve as the administrator of the program;

NOW, THEREFORE, BE IT RESOLVED that the Homebuyer Assistance Program be, and hereby is, authorized and approved, subject to such conditions and parameters as are hereafter negotiated by the Executive Director and approved by the Chairman of the Board, to whom the Board hereby delegates the authority to approve or disapprove the terms of any applicable agreement between the Trust and the City of Chicago following the City Council's approval of the program.

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.

* * * * *