



**OFFICE OF THE MAYOR
CITY OF CHICAGO**

RAHM EMANUEL
MAYOR

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Executive Order No. 2012-1

WHEREAS, it is in the best interest of the City of Chicago (the “City”) to establish a professionally managed and governed infrastructure fund (the “Chicago Infrastructure Trust” or the “Trust”) that will provide funding and credit support to qualifying transformative infrastructure projects; help attract private investment for these infrastructure projects; have associated grant-making capabilities for select infrastructure projects; and facilitate funding of infrastructure projects affecting one or more co-ordinate units of local government; and

WHEREAS, the Trust will be capitalized by a combination of moneys appropriated by the City Council of the City and capital provided by a range of third-party investors and organizations; and

WHEREAS, it is essential that the Trust maintain high standards of transparency regarding the types of capital and investments received, the infrastructure projects funded, the investment returns on such projects and other information that will be easily accessible to the public and subject to rigorous oversight and audit; and

WHEREAS, the residents and taxpayers of the City need to have faith in the integrity and the fiscal soundness of the decisions and recommendations made by the Trust; and

WHEREAS, in order to promote public confidence in the Trust and its decision-making, it is necessary that the Trust’s transactions be subject to independent evaluation and regular assessment; and

WHEREAS, the provisions of this Order represent a message to every Chicagoan that the Mayor of the City is committed to having the Chicago Infrastructure Trust operate with complete efficiency, transparency, objectivity and accountability; now, therefore,

I, RAHM EMANUEL, Mayor of the City of Chicago, do hereby order as follows:

1. Independent Financial Advisor

a) For each transaction to be undertaken by the Trust, there shall be an independent Financial Advisor (for purposes of this Order, the “Advisor”) selected by the Trust.

b) Each Advisor selected by the Trust shall complete and keep up-to-date a disclosure statement that is substantially similar to the economic disclosure statements required of third parties for transactions with the City, which the Trust shall post on its website.

c) The Advisor shall provide a written assessment of the proposed transaction including, but not limited to, analysis of the following matters:

1. Risk analysis, including interest rate risk, revenue risk, long-term operating risk, risk of renegotiation at a future time and risks associated with not proceeding with the transaction;

2. Cost to the participating government, measured in terms of financing costs, operating costs, financial liability (e.g., for cost overruns, revenue shortfalls, etc.) and lifecycle maintenance costs compared with alternative financing structures;

3. Economic benefit to the City and the Chicago metropolitan region from the transaction, including likely impact on job creation and retention.

Each such analysis shall be delivered to the Mayor and the City Council and posted on the Trust’s website not later than 15 days prior to any vote required of the City Council or the governing body of any other participating government with regard to the proposed transaction.

d) Under no circumstances shall the Advisor’s fees be based on the success of the proposed transaction.

2. Annual Assessment

The Trust shall annually commission a written analysis by an independent third party having expertise in infrastructure, capital markets and municipal finance to analyze the impact of the Trust and the projects it has undertaken on the City and on the Chicago metropolitan region. Such analysis shall be delivered to the Mayor and the City Council and posted on the Trust’s website.

3. Administration by Chief Financial Officer and Corporation Counsel

The Chief Financial Officer and the Corporation Counsel are each authorized and directed to administer this Order and enforce its provisions through the inclusion of appropriate provisions in grant agreements or other contracts involving the Trust or through other appropriate means.

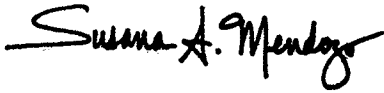
4. Effective Date

This Order shall take effect upon its execution and filing with the City Clerk.

A handwritten signature in cursive script that reads "Ral Emanuel".

Mayor

Received and filed April 23 2012

A handwritten signature in cursive script that reads "Susana A. Mendoza".

City Clerk