

May 8, 2018

Board of Trustees of Northern Illinois University

RE: \$126,025,000 original principal amount of Board of Trustees of Northern Illinois University Auxiliary Facilities System Revenue Bonds, Series 2010 (Build America Program—Taxable) (the “Bonds”)

Ladies and Gentlemen:

On December 16, 2010, the Board of Trustees (the “Board”) of Northern Illinois University (“NIU”) issued the Bonds pursuant to the Northern Illinois University Revenue Bond Law, 110 ILCS 686/31-1 *et seq.*, as amended (the “Act”) and the Resolution adopted by the Board of Regents of the State of Illinois acting on behalf of NIU on August 1, 1985 (the “Original Resolution”), as supplemented by the First Supplemental Auxiliary Facilities System Revenue Bond Resolution adopted by the Board of Regents on April 24, 1986, the Second Supplemental Auxiliary Facilities System Revenue Bond Resolution adopted by the Board of Regents on May 21, 1992, the Third Supplemental Auxiliary Facilities System Revenue Bond Resolution adopted by the Board on September 18, 1996, the Fourth Supplemental Auxiliary Facilities System Revenue Bond Resolution adopted by the Board on June 17, 1999, the Fifth Supplemental Auxiliary Facilities System Revenue Bond Resolution adopted by the Board on June 21, 2001, and the Sixth Supplemental Auxiliary Facilities System Revenue Bond Resolution adopted by the Board on October 21, 2010 (the “Sixth Supplemental Resolution”), as such Sixth Supplemental Resolution was amended by the First Amendment to the Sixth Supplemental Resolution adopted by the Board on June 19, 2014 and the Second Amendment to Sixth Supplemental Resolution adopted by the Board on June 19, 2014 (collectively, the “Bond Resolution”). The final terms of the Bonds were included in the Notification of Sale dated December 16, 2010 (the “Notification of Sale”) delivered by the Treasurer of the Board, as required by the Bond Resolution. The Bonds other than a \$115,000 portion of the April 1, 2030 term bond scheduled to be called for redemption on April 1, 2028 are referred to in this opinion as the “Build America Bonds.” In connection with the issuance of the Build America Bonds, the Board delivered a Tax Compliance Certificate and Agreement dated December 16, 2010 (the “Tax Certificate”). We acted as Bond Counsel to the Board in connection with the issuance of the Bonds. Capitalized terms used herein and not otherwise defined shall have the meanings specified in the Bond Resolution.

In the Bond Resolution, the Board determined to use the proceeds of the Bonds for the purposes of (i) paying the cost of the Series 2010 Project, including capitalized interest on the portion of the Bonds relating to the Series 2010 Project for a capitalized interest period set forth in the Notification of Sale, (ii) paying the costs of issuance of the Bonds and, (iii) if required,

funding a debt service reserve fund. The definition of the Series 2010 Project specifically includes the renovation of the Holmes Student Center. In connection with the issuance of the Bonds, the Board also delivered an Official Statement dated December 8, 2010 relating to the Bonds (the "*Official Statement*") and a Continuing Disclosure Certificate dated December 16, 2010 relating to the Bonds (the "*Undertaking*").

NIU has received inquiries from community members regarding its proposed use of a portion of the proceeds of the Bonds to finance improvements to the Holmes Student Center (the "*Renovation of Holmes Student Center*"), including whether such use is permitted and whether Bondholder consent is required. NIU officials have represented that approximately \$3.9 million from the Series 2010 Project Construction Fund has been spent and approximately \$19.6 million in additional moneys from said Fund are expected to be spent in the Renovation of Holmes Student Center. The Acting President of NIU has requested that we review the proposed use of the Bond proceeds in anticipation of potential or threatened proceedings and provide the Board with an opinion regarding whether the proposed use of Bond proceeds to finance the Renovation of Holmes Student Center is permitted under the Act and the Bond Resolution without the necessity of obtaining Bondholder consent thereto.

We have reviewed the Act, the Bond Resolution, the Notification of Sale, the Official Statement, the Undertaking and the Tax Certificate and such other documents and matters of law as we have deemed necessary in order to render the following opinions. Based upon our review of the foregoing and in reliance thereon, we are of the opinion that (1) the Renovation of Holmes Student Center is a permissible "Project" under the Act, (2) the Bond Resolution properly authorized the use of a portion of the proceeds of the Bonds for the acquisition, construction and equipping of various projects, including the Renovation of Holmes Student Center, (3) neither the Act nor the Bond Resolution required the Board to specify in the Bond Resolution or the Notification of Sale the amount of Bond proceeds to be expended on the Renovation of Holmes Student Center from the total amount of Bond proceeds deposited in the Series 2010 Project Construction Fund, (4) no notice to or consent of Bondholders is required to expend Bond proceeds in the Series 2010 Project Construction Fund on the Renovation of Holmes Student Center, substantially as described above and (5) the fact that the Board did not spend at least 85 percent of the proceeds of the Build America Bonds within three years of the date the Bonds were issued, in and of itself, does not adversely affect the status of the Build America Bonds as (i) "build America bonds" under Section 54AA of the Internal Revenue Code of 1986 or (ii) "build America bonds" that are "qualified bonds" under Section 54AA (g) of the Internal Revenue Code of 1986 (collectively, the "*Opinion*").

At the time of issuance of the Bonds, we rendered an approving opinion to the effect, among other things, that the Bonds were validly issued under the Bond Resolution (the "*Original Approving Opinion*"). We have not been requested, nor have we undertaken pursuant to the Scope of Work relating to this Opinion, to make an independent investigation of, or to review, any other events which may have occurred since we rendered the Original Approving Opinion which might affect the validity of the Bonds, the tax status of the Build America Bonds (including the right of the Board to receive any payments for tax credits on the Build America Bonds), or which might change any of the other opinions expressed in the Original Approving Opinion.

This Opinion is furnished at the request of the Acting President of NIU. This Opinion is not intended to be and may not be relied upon by any party to whom it is not specifically addressed. In rendering this Opinion, we have relied upon certifications of the Board with respect to certain material facts within the Board's knowledge. This Opinion represents our legal judgment based upon our review of the law and the facts that we deem relevant to render such Opinion, and it is not a guarantee of a result. This Opinion is based on factual matters in existence as of the date hereof and laws and regulations in effect on the date hereof, and we assume no obligation to revise or supplement this Opinion should such factual matters change or should such laws or regulations be changed by legislative or regulatory action, judicial decision or otherwise.

Respectfully submitted,

*Chapman and Cutler LLP*