

RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION

December 23, 2004

PUBLIC SESSION

A meeting of the Board of Directors of the Rhode Island Industrial Facilities Corporation ("RIIFC") was held in public session at the offices of RIIFC, One West Exchange Street, 5th Floor, Providence, Rhode Island, on Thursday, December 23, 2004 beginning at approximately 9:00 a.m., pursuant to a notice and agenda duly posted and sent to all members.

Members present throughout the meeting were Mr. Raymond Fogarty and Mr. George Mason, Mr. Edward Rendine. Mr. Phillip Rivers and Mr. William Parsons were absent from the meeting. Also present and participating were Mr. Anthony Scolavino, Secretary of RIIFC and Ms. Philomena Teixeira, Loan Servicing Specialist for RIIFC and Ellen Corneau, Esquire, bond counsel to RIIFC along with Laurie Enslow, Legal Assistant for bond counsel. Mr. Earl Queenan, Treasurer was absent. Mr. Fogarty presided and called the meeting to order.

MINUTES OF THE NOVEMBER 18, 2004 BOARD MEETING

The first item to come before the Board in Public Session was consideration of the Minutes for the Board meeting held on November 18, 2004 (the "November 18th Minutes").

Mr. George Mason made a motion to accept the November 18th Minutes and to maintain the Executive Session portions of the November 18th Board Meeting as confidential. Mr. Raymond Fogarty

seconded the motion, which passed unanimously as follows: Mr. Raymond Fogarty - yes; Mr. George Mason – yes; and Mr. Edward Rendine - yes.

CONSIDERATION OF A RESOLUTION FOR THE BENEFIT OF JEFFERSON HOSPITALITY

The second item to come before the Board in Public Session was consideration of a Resolution for the benefit of Jefferson Hospitality ("Jefferson Hospitality") regarding a subordination. Ms. Corneau explained that Jefferson Hospitality is in the process of obtaining financing for FF&E and the lender has requested a subordination of the RIIFC Bond. The bondholder, TLC Capital has consented to the subordination.

Mr. Raymond Fogarty made a motion to accept the Resolution for Jefferson Hospitality. Mr. George Mason seconded the motion, which passed unanimously as follows: Mr. Raymond Fogarty - yes; Mr. George Mason – yes; and Mr. Edward Rendine - yes.

ADDITIONAL BUSINESS

(There was no additional business)

EXECUTIVE SESSION

(There was no executive session)

ADJOURNMENT

Mr. George Mason made a motion to adjourn the meeting. Mr. Raymond Fogarty seconded the motion, which was passed unanimously as follows: Mr. Raymond Fogarty - yes; Mr. George Mason – yes; and Mr. Edward Rendine - yes.

Respectfully submitted,

Anthony Scolavino, Secretary

SECRETARY'S CERTIFICATE

I, Anthony Scolavino, Secretary of the Rhode Island Industrial Facilities Corporation, hereby certify that attached hereto is a true and accurate copy of the minutes of the meeting of the Board of Directors of the Rhode Island Industrial Facilities Corporation held on December 23, 2004. These minutes were approved by the Board of Directors at a meeting held on January 27, 2004.

Anthony Scolavino, Secretary