

RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION

January 22, 2009

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 the Rhode Island Economic Development Corporation, 315 Iron Horse Way, Suite 101, Providence, Rhode Island on Thursday, January 22, 2009 beginning at approximately 9:00 a.m. pursuant to a Notice and Agenda duly posted and sent to all members.

Members present and attending the meeting were: Mr. David Piacitelli, Mr. Ronald Renaud, Mr. William Parsons, Mr. Michael Kehew and Mr. John Ward. Also present and attending were Earl F. Queenan, Jr., Treasurer of RIIFC, Mr. Anthony Scolavino, Secretary of RIIFC, Ms. Alicia Pomfret, Assistant Secretary of RIIFC, Mr. Michael Saul, Acting Director of the Rhode Island Economic Development Corporation and Antonio Afonso, Jr., Esquire, Counsel to RIIFC. Mr. Piacitelli, Vice Chairman called the meeting to order.

ACCEPTANCE OF THE MINUTES OF DECEMBER 11, 2008

The first item to come before the Board was consideration of the adoption of the Public Session minutes of the Board of Directors held on December 11, 2008. A motion was made by Mr. Parsons to adopt the minutes for the Public Session of December 11, 2008 meeting as presented, which motion was seconded by Mr. Renaud. Following the motion and second, the motion to accept the minutes was adopted as follows: Mr. Piacitelli – yes, Mr. Renaud – yes, Mr. Parsons – yes, Mr. Kehew – yes and Mr. Ward – yes.

INTERNALLY PREPARED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED
DECEMBER 31, 2008

Mr. Queenan proceeded to present a draft of the internally prepared financial statements for RIIFC for the six months ended December 31, 2008. Several of the Board members indicated they had not yet had an opportunity to review the draft minutes. In light of Board members not yet having reviewed the financial statements, Mr. Renaud made a motion to table consideration of the financial statements until the next meeting, which motion was seconded by Mr. Parsons and following said motion and second was adopted as follows: Mr. Piacitelli – yes, Mr. Renaud – yes, Mr. Parsons – yes, Mr. Kehew – yes and Mr. Ward – yes.

TO CONSIDER THE ADOPTION OF THE 2009 RIIFC MEETING CALENDAR

The next item taken up by the Board related to consideration of the adoption of an annual calendar of meetings for the RIIFC Board. Mr. Parsons made a motion to accept the meeting calendar as presented to the Board (attached as Exhibit A hereto) and as mailed in the Board members packages, which motion was seconded by Mr. Renaud and was adopted as follows: Mr. Piacitelli – yes, Mr. Renaud – yes, Mr. Parsons – yes, Mr. Kehew – yes and Mr. Ward – yes.

TO CONSIDER A GRANT OF FUNDS BY RIIFC TO THE SMALL BUSINESS LOAN
FUND CORPORATION

The Board next took up consideration of a Resolution sent in the Board members packages, which Resolution if adopted would, subject to conditions specified in the Resolution, grant \$125,000 from RIIFC to the Small Business Loan Fund Corporation (“SBLFC”). Mr. Saul was present to provide background information to the Board members related to the request of SBLFC for the \$125,000 grant. Mr. Saul reviewed the history of the SBLFC fund and indicated that the fund had been turned over four times during the life of the fund. Further noted was the important statistic that the fund created on average, one job for each \$30,000 of loaned funds as

opposed to the SBA average of \$40,000 per loaned funds. The purpose of the request was to, in part, recapitalize the SBLFC fund and to enable the SBLFC to seek a matching grant from the Federal Economic Development Administration. The Economic Development Administration grant being sought could be matched at a level of as much as 4 to 1. There is no assurance that the EDA will make the grant or that it would necessarily be at the 4 to 1 level as opposed to some lesser ratio.

Mr. Saul indicated in his presentation that eight banks have pledged \$140,000,000 in new loans and the same eight banks are willing to contribute capital structured as a loan to the Small Business Loan Fund to assist in the recapitalization of SBLFC efforts. Discussion ensued concerning SBLFC lending and underwriting as well as the prospects for obtaining the EDA loan. Following additional discussion, a motion was made by Mr. Renaud to adopt the Resolution attached hereto as Exhibit B making the \$125,000 grant in the form presented to the Board, which motion was seconded by Mr. Parsons and was adopted as follows: Mr. Piacitelli – yes, Mr. Renaud – yes, Mr. Parsons – yes, Mr. Kehew – yes and Mr. Ward – yes.

ADJOURNMENT

There being no other business to come before the Board, Mr. Parsons made a motion, which motion was duly seconded by Mr. Renaud, to adjourn the meeting, which motion was adopted as follows: Mr. Piacitelli – yes, Mr. Renaud – yes, Mr. Parsons – yes, Mr. Kehew – yes and Mr. Ward – yes.

EXHIBIT A

PUBLIC NOTICE

In accordance with Rhode Island General Law 42-46-6, notice of the regular meeting schedule of the Rhode Island Industrial Facilities Corporation for the Calendar Year 2009 is hereby posted:

PLACE:	RI Economic Development Corporation 315 Iron Horse Way, Suite 101 Providence, RI 02908	DATES:	22 January 2009 26 February 2009 26 March 2009 23 April 2009 28 May 2009 25 June 2009 23 July 2009 27 August 2009 24 September 2009 22 October 2009 19 November 2009 17 December 2009 28 January 2010
DAY:	Thursday		
TIME:	9:00 AM		

In accordance with the General Laws of the State of Rhode Island, 1956 (2004 Re-enactment) as amended, Open Meetings Law, Sections 42-46-4 and 42-46-5 (a), a portion of the meeting may be held in Executive Session.

In accordance with the General Laws of the State of Rhode Island, 1956 (2004 Re-enactment) as amended, the Open Meetings Law, Section 42-46-6 (a) (e), this notice has been electronically filed with "The Electronic Town Crier", as regulated by the Secretary of State, and a written form of this notice is posted at the offices of the Rhode Island Economic Development Corporation, 315 Iron Horse Way, Suite 101, Providence, Rhode Island.

In accordance with the General Laws of the State of Rhode Island, 1956 (2004 Re-enactment) as amended, the Open Meetings Law, Section 42-46-13, meeting place is accessible to mobility impaired. Individuals requesting interpreter services for the hearing impaired must notify the Authority at (401) 278-9100, 48 hours in advance of the meeting date.

EXHIBIT B

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE RHODE ISLAND
INDUSTRIAL FACILITIES CORPORATION WITH RESPECT TO SMALL BUSINESS
LOAN FUND CORPORATION GRANT**

WHEREAS, the Rhode Island Industrial Facilities Corporation (the “Corporation”) desires to further its purposes with respect to economic development in the State of Rhode Island by participating in programs related to greater economic development throughout the state;

WHEREAS, the Small Business Loan Fund Corporation (“SBLFC”) has requested that the Corporation fund a grant to the SBLFC in the amount of \$125,000 which amount will be used to fund loans to commercial and industrial enterprises for purposes of financing machinery and equipment, real estate acquisition, development, construction and improvement and related commercial uses;

NOW THEREFORE does the Corporation resolve as follows:

RESOLVED: That the Rhode Island Industrial Facilities Corporation (the “Corporation”) does hereby pledge and grant to the Small Business Loan Fund Corporation (“SBLFC”) a grant of funds in the amount of \$125,000 to be used by the SBLFC to fund loans to commercial and industrial enterprises for machinery and equipment, real estate acquisition, development, construction and improvement and related purposes; provided further that as a condition to said grant any such projects financed by the SBLFC must be approved by the Corporation as Corporation projects by the Board of Directors of the Corporation in order to qualify for such financing.

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 Minutes of the Meeting of the Board of Directors of the Rhode Island Industrial Facilities Corporation held on January 22, 2009. These Minutes were approved by the Board of Directors at the meeting held on

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Anthony Scolavino, Secretary