

RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION

September 24, 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, September 24, 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. John Ward, Mr. Ronald Renaud, Mr. David Piacitelli and Mr. William Parsons. Mr. Michael Kehew was not present. Also present and attending were Earl F. Queenan, Jr., Treasurer of RIIFC, Mr. Sean Esten, Secretary of RIIFC and Antonio Afonso, Jr., Esquire, Counsel to RIIFC. Mr. David Piacitelli, Chairman of the Board called the meeting to order at approximately 9:02 a.m.

ACCEPTANCE OF THE MINUTES OF AUGUST 27, 2009

The first item to come before the Board was consideration of adoption of the Minutes of the Meeting of the Board of Directors held on August 27, 2009. A motion was made by Mr. Renaud to adopt the Minutes of August 27, 2009 as presented, which motion was seconded by Mr. Ward. Following the motion and second, the motion to accept the Minutes was adopted as follows: Mr. Piacitelli - yes, Mr. Parsons - yes, Mr. Ward - yes and Mr. Renaud - yes.

ADOPTION OF A RESOLUTION CONCERNING RIIFC'S \$4,325,000 INDUSTRIAL
DEVELOPMENT REVENUE BONDS (ERIC GOETZ CUSTOM SAILBOATS, INC.
PROJECT - 2006 SERIES)

Mr. Afonso reviewed the details of a resolution sent to the Board in its package concerning the execution by RIIFC of a Limited Recourse Guaranty and Mortgage and Security Agreement securing same with respect to RIIFC's \$4,325,000 Industrial Development Revenue Bonds (Eric Goetz Custom Sailboats, Inc. Project - 2006 Series) (the "Bonds"). In reviewing the resolution in detail, it was stated that VC LAND, LLC, the borrower with respect to the above-referenced bonds, had requested RIIFC's execution of the Limited Recourse Guaranty. The Guaranty is being requested in connection with the approval by the Small Business Loan Fund Corporation ("SBLFC") and the Business Development Company of Rhode Island ("BDCRI") of two loans of \$250,000 each to Goetz Custom Technologies, LLC, the proposed substituted party in place of Eric Goetz Custom Sailboats, Inc. Both the SBLFC and BDCRI have indicated that credit will not be extended unless a position junior to that of the indenture trustee under the Bonds is granted as collateral to secure both notes totaling together \$500,000. Following discussion and upon motion duly made by Mr. Renaud and seconded by Mr. Parsons, the resolution, a copy of which is attached hereto as Exhibit A, was adopted as follows: Mr. Piacitelli - yes, Mr. Parsons - yes, Mr. Ward - yes and Mr. Renaud - yes.

REVIEW OF INTERNALLY PREPARED FINANCIAL STATEMENTS FOR THE
PERIOD ENDED AUGUST 31, 2009

Mr. Queenan presented and reviewed with the Board the draft financial statements for the period ending August 31, 2009. Mr. Queenan briefly described the key elements of the financial statements and there was no further discussion.

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 at approximately 9:22 a.m., which motion was adopted as follows: Mr. Piacitelli - yes, Mr. Parsons - yes, Mr. Ward - yes and Mr. Renaud - yes.

EXHIBIT A

**RESOLUTION
OF THE BOARD OF DIRECTORS OF THE
RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION**

WHEREAS, the Rhode Island Industrial Facilities Corporation issued its \$4,325,000 Industrial Development Revenue Bonds (Eric Goetz Custom Sailboats, Inc. Project - 2006 Series) (the "Bonds");

WHEREAS, VC Land, LLC conveyed by Warranty Deed to the Rhode Island Industrial Facilities Corporation by deed dated December 20, 2006 recorded in Book 1345, Page 3 of the Bristol, Rhode Island Land Evidence Records certain real property on Broadcommon Road in the Town of Bristol, Rhode Island;

WHEREAS, VC Land, LLC by Bill of Sale of Personal Property dated ____ December, 2006 did bargain, sell and deliver certain personal property therein described to the Rhode Island Industrial Facilities Corporation (the "Personal Property");

WHEREAS, the Rhode Island Industrial Facilities Corporation subsequently leased back such real property and Personal Property to VC Land, LLC by Lease and Trust Agreement by and among the Rhode Island Industrial Facilities Corporation, VC Land, LLC and Wells Fargo Bank, N.A., as Trustee dated as of December 1, 2006 and recorded at Book 1345, Page 7 of the Bristol, Rhode Island Land Evidence Records;

WHEREAS, subsequently VC Land, LLC subleased such real property in Bristol, Rhode Island and the Personal Property to Eric Goetz Custom Sailboats, Inc.;

WHEREAS, VC Land, LLC desires to substitute Eric Goetz Custom Sailboats, Inc. as sublessee and replace said sublessee with Goetz Custom Technologies, LLC;

WHEREAS, Goetz Custom Technologies, LLC has received approval for two loans, each in the amount of \$250,000 from each of the Business Development Company of Rhode Island ("BDC") and the Small Business Loan Fund Corporation ("SBLFC");

WHEREAS, both the BDC and the SBLFC are, as a condition to their extensions of credit to Goetz Custom Technologies, LLC's requiring that the Broadcommon Road, Bristol, Rhode Island real estate and the Personal Property currently the subject of the Lease Agreement be mortgaged to BDC and SBLFC and a security interest be granted to each of them;

WHEREAS, the Rhode Island Industrial Facilities Corporation is the legal titleholder of said Broadcommon Road real estate and the owner of the Personal Property;

WHEREAS, VC Land, LLC has requested of the Rhode Island Industrial Facilities Corporation that it issue its limited guaranty of the BDC and SBLFC loans limited in recourse solely to any interest RIIFC may have in the Broadcommon Road, Bristol, Rhode Island real estate and the Personal Property.

NOW, THEREFORE, does the Rhode Island Industrial Facilities Corporation vote as follows:

VOTED: That the Rhode Island Industrial Facilities Corporation be and hereby is authorized and empowered to execute one or more limited recourse guaranties in favor of the BDC and SBLFC to secure two (2) loans in the amount of \$250,000 each and one or more security agreements and mortgages securing same encumbering the Broadcommon Road, real property and the Personal Property of VC Land, LLC as described in that Warranty Deed from VC Land, LLC to the Rhode Island Industrial Facilities Corporation dated December 20, 2006 and recorded in the Land Evidence Records of the Town of Bristol, Rhode Island at Book 1345, Page 3 and the Bill of Sale of Personal Property dated December __, 2006 from VC Land, LLC to the Rhode Island Industrial Facilities Corporation; and it is further

VOTED: That the Treasurer and Secretary or the Executive Director and/or Assistant Secretary be and each hereby is authorized and empowered to execute any and all documents including, but not limited to, a Guaranty that is a limited recourse guaranty limited to satisfaction from the Broadcommon Road real property and the Personal Property and mortgages and security agreements as specified in the prior paragraph and such other documents, instruments and papers which said Treasurer and Executive Director and Secretary and/or Assistant Secretary may deem necessary or advisable to carry out the intents and purposes of these votes.

SECRETARY'S CERTIFICATE

I, Sean Esten, 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 September 24, 2009. These Minutes were approved by the Board of Directors at the meeting held on October 29, 2009.

Sean Esten, Secretary