

RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION

November 18, 2010

PUBLIC SESSION

A meeting of the Board of Directors of the Rhode Island Industrial Facilities Corporation (“RIIFC” or the “Corporation”) 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, November 18, 2010 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. Michael Kehew, Mr. David Piacitelli, Mr. Ronald Renaud and Mr. William Parsons. Mr. John Ward was not present. Also present and attending were Mr. Earl F. Queenan, Jr., Treasurer of RIIFC, Mr. Sean W. Esten, Secretary of RIIFC and Antonio Afonso, Jr., Esquire, of Moses & Afonso, Ltd., Counsel to RIIFC. Mr. David Piacitelli called the meeting to order at approximately 9:03 a.m.

ACCEPTANCE OF THE MINUTES OF OCTOBER 21, 2010

The first item to come before the Board was consideration of the adoption of the Public Session Minutes of the Meeting of the Board of Directors held on October 21, 2010. A motion was made by Mr. Parsons to adopt the Minutes of the October 21, 2010 meeting as presented, which motion was seconded by Mr. Kehew. Following the motion and second, the motion to accept the minutes was adopted as follows: Mr. Piacitelli – yes, Mr. Parsons – yes, Mr. Kehew – yes and Mr. Renaud – yes.

REVIEW OF INTERNALLY PREPARED FINANCIAL STATEMENTS FOR THE PERIOD
ENDED OCTOBER 31, 2010

Following the vote to accept the October 21, 2010 minutes, Mr. Queenan presented the internally prepared financial statements for RIIFC for the period ending October 31, 2010. The Board reviewed the financial statements without discussion following which upon a motion by Mr. Parsons, which motion was seconded by Mr. Renaud, the financial statements and report were unanimously accepted by the Board as follows: Mr. Piacitelli – yes, Mr. Kehew – yes, Mr. Ward – yes and Mr. Renaud - yes.

TO CONSIDER THE ADOPTION OF A FINAL RESOLUTION OF APPROVAL ON
BEHALF OF ENER-TEK INTERNATIONAL, INC./YARDNEY TECHNICAL PRODUCTS
FOR THE ISSUANCE BY THE CORPORATION OF UP TO \$6,100,000 IN TAX EXEMPT
INDUSTRIAL REVENUE BONDS

The next matter to come before the Board was consideration of the adoption of a final authorizing Resolution approving and authorizing the issuance by the Corporation of up to \$6,100,000 in tax exempt industrial revenue bonds for the benefit of Enter-Tek International, Inc., Yardney Technical Products and a real estate holding company affiliate thereof. Mr. Afonso presented a Resolution to the Board for its consideration and reviewed same in detail. It was indicated that affiliates of Ener-Tek International, Inc., including Yardney Technical Products and a real estate holding entity yet to be named but possibly GRD II Investments, LLC, would acquire and improve real property at 2000 South County Trail in East Greenwich, Rhode Island and equip same to be used in Yardney Technical Products' manufacturing operations and for cost of issuance. Following a brief discussion by and among the Board Members, upon motion to accept the Resolution as presented by Mr. Renaud which Resolution was seconded by

Mr. Parsons, the Resolution in the form of Exhibit A hereof, was unanimously adopted as follows: Mr. Kehew – yes, Mr. Piacitelli – yes, Mr. Parsons – yes and Mr. Renaud – yes.

TO CONSIDER THE ADOPTION OF THE FINAL RESOLUTION OF APPROVAL ON
BEHALF OF BULLARD ABRASIVES, INC. FOR THE ISSUANCE BY THE
CORPORATION OF UP TO \$4,100,000 OF
TAX EXEMPT INDUSTRIAL REVENUE BONDS

The next matter to come before the Board was consideration of adoption of the final authorizing Resolution for the benefit of Bullard Abrasives, Inc. for the issuance by the Corporation of tax exempt industrial revenue bonds. Mr. Afonso explained that the company, Bullard Abrasives, Inc., may in fact go forward with the equipment portion of its project by using equity rather than borrowed funds so that the ultimate bond issuance amount may be less than the \$4,100,000 in the Resolution. Mr. Afonso indicated this matter would be resolved prior to the Public Finance Management Board Meeting for volume cap allocation on December 9. Mr. Afonso then presented and reviewed a form of authorizing Resolution in detail with the Board for the issuance of up to \$4,100,000 in tax exempt industrial revenue bonds for the benefit of Bullard Abrasives, Inc. Following a brief discussion among the board members, a motion was made by Mr. Kehew which motion was seconded by Mr. Parsons to adopt the Resolution as presented in the form of Exhibit B hereof. The motion as seconded was adopted as follows: Mr. Kehew – yes, Mr. Piacitelli – yes, Mr. Renaud – yes and Mr. Parsons – yes.

TO CONSIDER AND APPROVE THE REGULAR MEETING SCHEDULE OF THE
CORPORATION FOR CALENDAR YEAR 2011

The Board next considered the adoption of its 2011 regular meeting calendar as presented by Mr. Queenan. Mr. Queenan briefly reviewed the schedule of meetings. Mr. Parsons made a motion to accept the calendar of meetings as proposed which motion was seconded by Mr.

Kehew and was adopted unanimously as follows: Mr. Parsons – yes, Mr. Piacitelli – yes, Mr. Kehew – yes and Mr. Renaud – yes. The meeting schedule is attached hereto and made a part hereof as Exhibit C hereof.

ADJOURNMENT

Mr. Parsons made a motion to adjourn the meeting, which motion was seconded by Mr. Kehew and adopted as follows: Mr. Piacitelli – yes, Mr. Parsons – yes, Mr. Kehew – yes and Mr. Renaud – yes. The meeting was adjourned at approximately 9:43 a.m.

SECRETARY'S CERTIFICATE

I, Sean W. Esten, Secretary of 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 November 18, 2010.

These minutes were approved by the Board of Directors at the meeting held on

_____.

/s/ Sean W. Esten_____

Sean W. Esten, Secretary

EXHIBIT A

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF UP TO
\$6,100,000 INDUSTRIAL DEVELOPMENT REVENUE BONDS
(ENER-TEK INTERNATIONAL, INC. PROJECT – 2010 SERIES) OF THE RHODE ISLAND
INDUSTRIAL FACILITIES CORPORATION AND AUTHORIZING AND APPROVING
THE EXECUTION AND DELIVERY OF A LEASE AGREEMENT, ASSIGNMENT OF
LEASE AGREEMENT AND PLEDGED REVENUES, BOND PURCHASE AGREEMENT
AND OTHER DOCUMENTS AND MATTERS IN CONNECTION THEREWITH

WHEREAS, the Rhode Island Industrial Facilities Corporation (the "Issuer") was constituted a public corporation and public instrumentality of the State of Rhode Island (the "State") pursuant to the provisions of Chapter 37.1 of Title 45 of the General Laws of Rhode Island (1956), as amended (the "Act") and is authorized pursuant to the Act (i) to finance the acquisition, equipping and furnishing of one or more projects, including all real and personal property in connection therewith, (ii) to execute agreements of lease, conditional sales contracts, installment sales contracts, loan agreements, mortgages, construction contracts, operation contracts and other contracts and instruments entered into to finance its projects, (iii) to sell, exchange, mortgage, donate and convey any and all of its properties whenever such action is found to be in furtherance of the purposes for which the Issuer was established, and (iv) to issue its bonds and notes and to mortgage and pledge any of its projects or parts thereof as security for such bonds; and

WHEREAS, the Issuer proposes to finance the acquisition, renovation, improvement and furnishing and equipping of real property to be owned or leased by or to Ener-Tek International, Inc. or an affiliated real estate holding entity thereof including, but not limited to, GRD II Investments, LLC ("Obligor") at 2000 South County Trail, East Greenwich, Rhode Island including, but not limited to, new equipment for the benefit of Obligor, including, but not limited to equipment to be used by the Obligor in Obligor's manufacturing operations and for

costs associated with bond issuance (such acquisition, renovation, leasing, furnishing, equipping and incurring of costs in connection therewith is referred to herein as the "Project") which will be owned by Obligor or leased to Obligor pursuant to a Lease Agreement dated December 1, 2010 (the "Lease"); and

WHEREAS, the financing of the Project is authorized under the Act; and

WHEREAS, in order to finance the cost of such Project, the Issuer intends to issue its Industrial Development Revenue Bonds (Ener-Tek International, Inc. Project – 2010 Series) in the principal amount of up to \$6,100,000 in one or more series (the "Bonds") pursuant to the Act; and

WHEREAS, the Issuer's right, title and interest in and to the Lease, including the Lease itself, will be assigned to Webster Bank, N.A. or, with the written consent of Issuer, its designee (the "Original Purchaser") pursuant to the Assignment of Lease Agreement and Revenues (the "Assignment") dated December 1, 2010 to be entered into with the Original Purchaser; and

WHEREAS, to secure the Obligor's payments under the Lease, the Issuer and the Obligor will grant a security interest in the Project to the Original Purchaser pursuant to a Security Agreement dated December 1, 2010 (the "Security Agreement"); and

WHEREAS, to secure Obligor's payments under the Lease and the Bonds, the Issuer and the Obligor will grant a mortgage to the Original Purchaser (the "Mortgage"); and

WHEREAS, the Obligor has submitted to the Issuer and the Original Purchaser financial and various other materials in order to enable the Issuer to make the findings set forth in Section 13 of the Act prior to the issuance of the Bonds; and

WHEREAS, the Issuer is now desirous of proceeding with the financing of the furnishing and equipping of the Project; and

WHEREAS, the Original Purchaser has submitted to the Issuer a proposal to purchase the Bonds pursuant to a Bond Purchase Agreement dated December 28, 2010 (the "Bond Purchase Agreement") to be by and among the Issuer, the Obligor and the Original Purchaser; and

WHEREAS, there will be prepared in the traditional form, the following documents:

- (a) the Bill of Sale for Equipment;
- (b) the Deed for conveyance of the real property at 2000 South County Trail, East Greenwich, Rhode Island;
- (c) the Lease;
- (d) the Mortgage;
- (e) the Bond Purchase Agreement;
- (f) the Bonds;
- (g) the Assignment; and
- (h) the Security Agreement.

NOW, THEREFORE, BE IT RESOLVED BY THE RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION AS FOLLOWS:

SECTION 1. It is hereby found and determined that

- (a) The acquisition of the Project will eliminate or prevent unemployment, either in whole or in part, in the area in which the Project is to be located; and

(b) The Project is consistent with the definition of "Project" as defined in Section 45-37.1-3 of the Rhode Island General Laws; and

(c) The Project will be owned by or leased to the Obligor, a financially responsible entity; and

(d) Adequate provision has been or will be made in the Lease, when executed, for the payment of the cost of the acquisition, construction, renovation and equipping of the Project and that, under no circumstances, will the State or any municipality or any political subdivision of the State be obligated, directly or indirectly, for the payment of the principal of, premium, if any, or interest on, any obligation issued to finance such acquisition, construction, renovation and equipping; and

(e) Adequate provision has been or will be made in the Lease and other financing agreements related to the Project when executed, for the payment of all costs of operation, maintenance, and upkeep of the Project by the Obligor so that under no circumstances will the State or any municipality or any political subdivision of the State be obligated, directly or indirectly, for the payment of such costs; and

(f) The acquisition of the Project and the proposed financing, operation and use of the Project will aid in the development, growth and prosperity of the State and the municipality in which the Project is located.

SECTION 2. To accomplish the purposes of the Act, the Issuer hereby determines that the Project shall be acquired, renovated, furnished, equipped and installed in the Town of East Greenwich, Rhode Island.

SECTION 3. To accomplish the purposes of the Act and to provide for the financing of the cost of the Project, the issuance of the Bonds is hereby authorized, subject to the

provisions of this Resolution and the Lease. The Bonds shall be dated as provided in the Lease, shall be in a principal amount not to exceed \$6,100,000 and shall be issued as fully registered bonds in one or more series. The Bonds shall mature, bear interest at the Interest Rate as calculated in the Bonds, be subject to redemption prior to maturity and bear such other terms as set forth in the Bonds. The form of the Bonds and the provisions for signatures, authentication, payment, prepayment and number shall be as set forth in Exhibit A to the Bond Purchase Agreement.

SECTION 4. The Bonds shall be special obligations of the Issuer payable solely from the revenues or other receipts, funds or moneys of the Issuer pledged therefor under the Lease and the Assignment and the Issuer's faith and credit is pledged only to such extent. The payment of the principal of, interest and premium, if any, on the Bonds, shall be secured by an assignment of certain rights, title and interest of the Issuer in and to the Lease pursuant to the Assignment.

Neither the State nor any municipality thereof (other than the Issuer as hereinabove set forth) shall be obligated to pay the principal of, premium, if any, or interest on the Bonds.

Neither the faith and credit nor the taxing power of the State or any municipality thereof shall be pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

SECTION 5. The Issuer is hereby authorized to accept the conveyance and transfer of the Project in accordance with the terms of the Deed and the Lease hereinafter authorized.

SECTION 6. The execution and delivery of the Lease are hereby authorized. The Lease shall be in substantially the form presented at this meeting. The Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the Treasurer of the Issuer are each, acting singly, hereby authorized to execute, acknowledge and deliver the Lease with such changes, insertions and omissions as may be approved by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer, and the Secretary or the Assistant Secretary of the Issuer are each hereby authorized to affix the seal of the Issuer on the Lease and to attach the same. The execution of the Lease by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer shall be conclusive evidence of such approval.

SECTION 7. The execution and delivery of the Assignment are hereby authorized. The Assignment shall be in substantially the form presented at this meeting. The Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the Treasurer of the Issuer are each, acting singly, hereby authorized to execute, acknowledge and deliver the Assignment with such changes, insertions and omissions as may be approved by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer, and the Secretary or the Assistant Secretary of the Issuer are each hereby authorized to affix the seal of the Issuer on the Assignment and attest the same. The execution of the Assignment by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer shall be conclusive evidence of such approval.

SECTION 8. The execution and delivery of the Mortgage are hereby authorized.

The Mortgage shall be in substantially the form presented at the meeting.

The Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the Treasurer of the Issuer are each, acting singly, hereby authorized to execute, acknowledge and deliver the Mortgage with such changes, insertions and omissions as may be approved by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer, and the Secretary or the Assistant Secretary of the Issuer are each hereby authorized to affix the seal of the Issuer on the Mortgage and attest the same. The execution of the Mortgage by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer shall be conclusive evidence of such approval.

SECTION 9. The execution and delivery of the Security Agreement are hereby authorized. The Security Agreement shall be substantially in the form as may be approved by the Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the Treasurer of the Issuer. The Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the Treasurer of the Issuer are each, acting singly, hereby authorized to execute, acknowledge and deliver the Security Agreement with such changes, insertions and omissions as may be approved by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer, and the Secretary or the Assistant Secretary of the Issuer are each hereby authorized to affix the seal of the Issuer on the Security Agreement and attest the same. The execution of the Security Agreement by said Executive Director, Chairman of the Board of

the Corporation, Vice Chairman of the Board of the Corporation or Treasurer shall be conclusive evidence of such approval.

SECTION 10. The Bonds are hereby authorized to be sold as provided in the Bond Purchase Agreement. The Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the Treasurer of the Issuer are each, acting singly, hereby authorized to reduce the principal amount of the Bonds to be sold and to alter the maturity dates and prepayment provisions and to alter terms of the Bonds to make the Bonds conform to the Bond Purchase Agreement as the same may be amended by the parties thereto.

SECTION 11. The execution and delivery of the Bond Purchase Agreement are hereby authorized. The Bond Purchase Agreement shall be in substantially the form as may be approved by the Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the Treasurer of the Issuer. The Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the Treasurer of the Issuer are each, acting singly, hereby authorized to execute, acknowledge, and deliver the Bond Purchase Agreement with such changes, insertions, and omissions as may be approved by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer, and the Secretary or the Assistant Secretary of the Issuer are each, acting singly, hereby authorized to affix the seal of the Issuer on said Bond Purchase Agreement, if necessary, and attest the same. The execution of the Bond Purchase Agreement by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer shall be conclusive evidence of such approval.

SECTION 12. The Bonds shall be executed in the manner provided in the Bond form and the same shall be delivered to the Original Purchaser.

SECTION 13. All covenants, stipulations, obligations and agreements of the Issuer contained in this Resolution, the Lease, the Mortgage, the Bond Purchase Agreement, the Assignment, and the Security Agreement shall be deemed to be the covenants, stipulations, obligations and agreements of the Issuer to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Issuer or the members thereof by the provisions of this Resolution, the Lease, the Mortgage, the Bond Purchase Agreement, the Assignment, and the Security Agreement shall be exercised or performed by the Issuer or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

SECTION 14. The proper officers of the Issuer are hereby further directed to proceed to cause the proceeds of the sale of the Bonds to be disbursed as provided in the Lease for the financing of the acquisition of the Project.

SECTION 15. The Issuer hereby consents to the execution and delivery of such other documents and instruments necessary or desirable for the implementation of the purposes of this resolution or in connection with the issuance of the Bonds including, but not limited to, any mortgage and collateral assignment of leases and rents of the Project. The Issuer hereby consents to revisions and amendments to the documents referenced herein to the extent such do not substantially alter any of the foregoing and such would not be adverse to the interests of the Issuer and provided further that the Executive Director, Chairman of the Board of the

Corporation, Vice Chairman of the Board of the Corporation or the Treasurer, acting singly, be and each hereby is authorized and empowered to execute and deliver such documents or instruments in accordance with this Section.

SECTION 16. This Resolution shall take effect upon passage.

DATED: November 18, 2010

EXHIBIT B

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF UP TO
\$4,100,000 INDUSTRIAL DEVELOPMENT REVENUE BONDS
(BULLARD ABRASIVES, INC. PROJECT – 2010 SERIES) OF THE RHODE ISLAND
INDUSTRIAL FACILITIES CORPORATION AND AUTHORIZING AND APPROVING
THE EXECUTION AND DELIVERY OF A LEASE AGREEMENT, ASSIGNMENT OF
LEASE AGREEMENT AND PLEDGED REVENUES, BOND PURCHASE AGREEMENT
AND OTHER DOCUMENTS AND MATTERS IN CONNECTION THEREWITH

WHEREAS, the Rhode Island Industrial Facilities Corporation (the "Issuer") was constituted a public corporation and public instrumentality of the State of Rhode Island (the "State") pursuant to the provisions of Chapter 37.1 of Title 45 of the General Laws of Rhode Island (1956), as amended (the "Act") and is authorized pursuant to the Act (i) to finance the acquisition, equipping and furnishing of one or more projects, including all real and personal property in connection therewith, (ii) to execute agreements of lease, conditional sales contracts, installment sales contracts, loan agreements, mortgages, construction contracts, operation contracts and other contracts and instruments entered into to finance its projects, (iii) to sell, exchange, mortgage, donate and convey any and all of its properties whenever such action is found to be in furtherance of the purposes for which the Issuer was established, and (iv) to issue its bonds and notes and to mortgage and pledge any of its projects or parts thereof as security for such bonds; and

WHEREAS, the Issuer proposes to finance the construction, renovation, improvement and furnishing and equipping of real property to be owned or leased by or to Bullard Abrasives, Inc. or an affiliated real estate holding entity thereof ("Obligor") at 6 Carol Drive, Lincoln, Rhode Island including, but not limited to, new equipment for the benefit of Obligor, including, but not limited to equipment to be used by the Obligor in Obligor's

manufacturing operations and for costs associated with bond issuance (such construction, renovation, leasing, furnishing, equipping and incurring of costs in connection therewith is referred to herein as the "Project") which will be owned by Obligor or leased to Obligor pursuant to a Lease Agreement dated December 1, 2010 (the "Lease"); and

WHEREAS, the financing of the Project is authorized under the Act; and

WHEREAS, in order to finance the cost of such Project, the Issuer intends to issue its Industrial Development Revenue Bonds (Bullard Abrasives, Inc. Project – 2010 Series) in the principal amount of up to \$4,100,000 in one or more series (the "Bonds") pursuant to the Act; and

WHEREAS, the Issuer's right, title and interest in and to the Lease, including the Lease itself, will be assigned to Danvers Bank or, with the written consent of Issuer, its designee (the "Original Purchaser") pursuant to the Assignment of Lease Agreement and Revenues (the "Assignment") dated December 1, 2010 to be entered into with the Original Purchaser; and

WHEREAS, to secure the Obligor's payments under the Lease, the Issuer and the Obligor will grant a security interest in the Project to the Original Purchaser pursuant to a Security Agreement dated December 1, 2010 (the "Security Agreement"); and

WHEREAS, to secure Obligor's payments under the Lease and the Bonds, the Issuer and the Obligor will grant a mortgage to the Original Purchaser (the "Mortgage"); and

WHEREAS, the Obligor has submitted to the Issuer and the Original Purchaser financial and various other materials in order to enable the Issuer to make the findings set forth in Section 13 of the Act prior to the issuance of the Bonds; and

WHEREAS, the Issuer is now desirous of proceeding with the financing of the furnishing and equipping of the Project; and

WHEREAS, the Original Purchaser has submitted to the Issuer a proposal to purchase the Bonds pursuant to a Bond Purchase Agreement dated December 28, 2010 (the "Bond Purchase Agreement") to be by and among the Issuer, the Obligor and the Original Purchaser; and

WHEREAS, there will be prepared in the traditional form, the following documents:

- (a) the Bill of Sale for Equipment;
- (b) the Deed for conveyance of the real property at 6 Carol Drive, Lincoln, Rhode Island;
- (c) the Lease;
- (d) the Mortgage;
- (e) the Bond Purchase Agreement;
- (f) the Bonds;
- (g) the Assignment; and
- (h) the Security Agreement.

NOW, THEREFORE, BE IT RESOLVED BY THE RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION AS FOLLOWS:

SECTION 1. It is hereby found and determined that

- (a) The acquisition of the Project will eliminate or prevent unemployment, either in whole or in part, in the area in which the Project is to be located; and
- (b) The Project is consistent with the definition of "Project" as defined in Section 45-37.1-3 of the Rhode Island General Laws; and

(c) The Project will be owned by or leased to the Obligor, a financially responsible entity; and

(d) Adequate provision has been or will be made in the Lease, when executed, for the payment of the cost of the construction, renovation and equipping of the Project and that, under no circumstances, will the State or any municipality or any political subdivision of the State be obligated, directly or indirectly, for the payment of the principal of, premium, if any, or interest on, any obligation issued to finance such acquisition, construction, renovation and equipping; and

(e) Adequate provision has been or will be made in the Lease and other financing agreements related to the Project when executed, for the payment of all costs of operation, maintenance, and upkeep of the Project by the Obligor so that under no circumstances will the State or any municipality or any political subdivision of the State be obligated, directly or indirectly, for the payment of such costs; and

(f) The acquisition of the Project and the proposed financing, operation and use of the Project will aid in the development, growth and prosperity of the State and the municipality in which the Project is located.

SECTION 2. To accomplish the purposes of the Act, the Issuer hereby determines that the Project shall be acquired, renovated, furnished, equipped and installed in the Town of Lincoln, Rhode Island.

SECTION 3. To accomplish the purposes of the Act and to provide for the financing of the cost of the Project, the issuance of the Bonds is hereby authorized, subject to the provisions of this Resolution and the Lease. The Bonds shall be dated as provided in the Lease, shall be in a principal amount not to exceed \$4,100,000 and shall be issued as fully registered

bonds in one or more series. The Bonds shall mature, bear interest at the Interest Rate as calculated in the Bonds, be subject to redemption prior to maturity and bear such other terms as set forth in the Bonds. The form of the Bonds and the provisions for signatures, authentication, payment, prepayment and number shall be as set forth in Exhibit A to the Bond Purchase Agreement.

SECTION 4. The Bonds shall be special obligations of the Issuer payable solely from the revenues or other receipts, funds or moneys of the Issuer pledged therefor under the Lease and the Assignment and the Issuer's faith and credit is pledged only to such extent. The payment of the principal of, interest and premium, if any, on the Bonds, shall be secured by an assignment of certain rights, title and interest of the Issuer in and to the Lease pursuant to the Assignment.

Neither the State nor any municipality thereof (other than the Issuer as hereinabove set forth) shall be obligated to pay the principal of, premium, if any, or interest on the Bonds.

Neither the faith and credit nor the taxing power of the State or any municipality thereof shall be pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

SECTION 5. The Issuer is hereby authorized to accept the conveyance and transfer of the Project in accordance with the terms of the Deed and the Lease hereinafter authorized.

SECTION 6. The execution and delivery of the Lease are hereby authorized. The Lease shall be in substantially the form presented at this meeting. The Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the

Treasurer of the Issuer are each, acting singly, hereby authorized to execute, acknowledge and deliver the Lease with such changes, insertions and omissions as may be approved by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer, and the Secretary or the Assistant Secretary of the Issuer are each hereby authorized to affix the seal of the Issuer on the Lease and to attach the same. The execution of the Lease by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer shall be conclusive evidence of such approval.

SECTION 7. The execution and delivery of the Assignment are hereby authorized. The Assignment shall be in substantially the form presented at this meeting. The Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the Treasurer of the Issuer are each, acting singly, hereby authorized to execute, acknowledge and deliver the Assignment with such changes, insertions and omissions as may be approved by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer, and the Secretary or the Assistant Secretary of the Issuer are each hereby authorized to affix the seal of the Issuer on the Assignment and attest the same. The execution of the Assignment by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer shall be conclusive evidence of such approval.

SECTION 8. The execution and delivery of the Mortgage are hereby authorized. The Mortgage shall be in substantially the form presented at the meeting. The Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the Treasurer of the Issuer are each, acting singly, hereby authorized to

execute, acknowledge and deliver the Mortgage with such changes, insertions and omissions as may be approved by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer, and the Secretary or the Assistant Secretary of the Issuer are each hereby authorized to affix the seal of the Issuer on the Mortgage and attest the same. The execution of the Mortgage by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer shall be conclusive evidence of such approval.

SECTION 9. The execution and delivery of the Security Agreement are hereby authorized. The Security Agreement shall be substantially in the form as may be approved by the Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the Treasurer of the Issuer. The Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the Treasurer of the Issuer are each, acting singly, hereby authorized to execute, acknowledge and deliver the Security Agreement with such changes, insertions and omissions as may be approved by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer, and the Secretary or the Assistant Secretary of the Issuer are each hereby authorized to affix the seal of the Issuer on the Security Agreement and attest the same. The execution of the Security Agreement by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer shall be conclusive evidence of such approval.

SECTION 10. The Bonds are hereby authorized to be sold as provided in the Bond Purchase Agreement. The Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the Treasurer of the Issuer are each, acting singly, hereby authorized to reduce the principal amount of the Bonds to be sold and to alter the maturity dates and prepayment provisions and to alter terms of the Bonds to make the Bonds conform to the Bond Purchase Agreement as the same may be amended by the parties thereto.

SECTION 11. The execution and delivery of the Bond Purchase Agreement are hereby authorized. The Bond Purchase Agreement shall be in substantially the form as may be approved by the Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the Treasurer of the Issuer. The Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the Treasurer of the Issuer are each, acting singly, hereby authorized to execute, acknowledge, and deliver the Bond Purchase Agreement with such changes, insertions, and omissions as may be approved by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer, and the Secretary or the Assistant Secretary of the Issuer are each, acting singly, hereby authorized to affix the seal of the Issuer on said Bond Purchase Agreement, if necessary, and attest the same. The execution of the Bond Purchase Agreement by said Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or Treasurer shall be conclusive evidence of such approval.

SECTION 12. The Bonds shall be executed in the manner provided in the Bond form and the same shall be delivered to the Original Purchaser.

SECTION 13. All covenants, stipulations, obligations and agreements of the Issuer contained in this Resolution, the Lease, the Mortgage, the Bond Purchase Agreement, the Assignment, and the Security Agreement shall be deemed to be the covenants, stipulations, obligations and agreements of the Issuer to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Issuer or the members thereof by the provisions of this Resolution, the Lease, the Mortgage, the Bond Purchase Agreement, the Assignment, and the Security Agreement shall be exercised or performed by the Issuer or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

SECTION 14. The proper officers of the Issuer are hereby further directed to proceed to cause the proceeds of the sale of the Bonds to be disbursed as provided in the Lease for the financing of the acquisition of the Project.

SECTION 15. The Issuer hereby consents to the execution and delivery of such other documents and instruments necessary or desirable for the implementation of the purposes of this resolution or in connection with the issuance of the Bonds including, but not limited to, any mortgage and collateral assignment of leases and rents of the Project. The Issuer hereby consents to revisions and amendments to the documents referenced herein to the extent such do not substantially alter any of the foregoing and such would not be adverse to the interests of the Issuer and provided further that the Executive Director, Chairman of the Board of the Corporation, Vice Chairman of the Board of the Corporation or the Treasurer, acting singly, be

and each hereby is authorized and empowered to execute and deliver such documents or instruments in accordance with this Section.

SECTION 16. This Resolution shall take effect upon passage.

DATED: November 18, 2010

EXHIBIT C

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 2011 is hereby posted:

PLACE: RI Economic Development Corporation
315 Iron Horse Way, Suite 101
Providence, RI 02908

DAY: Thursday

TIME: 9:00 AM

DATES: 20 January 2011
17 February 2011
17 March 2011
21 April 2011
19 May 2011
16 June 2011
21 July 2011
18 August 2011
15 September 2011
20 October 2011
17 November 2011
15 December 2011
19 January 2012

In accordance with the General Laws of the State of Rhode Island, 1956 (2004 Re-enactment) as amended, Open Meetings Law, Sections 42-6-4 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 in the offices of the Rhode Island Economic Development Corporation, 315 Iron Horse Way, Suite 101, Providence, Rhode Island.

In accordance with the General Law 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 Corporation at (401) 278-9100, 48 hours in advance of the meeting date.

Earl F. Queenan, Jr., Treasurer