

**RESOLUTION TAKING AFFIRMATIVE OFFICIAL ACTION REGARDING THE
ISSUANCE OF BONDS FOR THE AIRBORN INC. PROJECT THROUGH A
CONDUIT ISSUER CREATED BY THE COUNTY**

WHEREAS, Williamson County, Texas (the "County") intends to create a nonprofit industrial development corporation (the "Issuer") pursuant to the laws of the State of Texas, including particularly the Development Corporation Act of 1979, as amended (the "Act"); and

WHEREAS, a purpose for creating the Issuer will be to act as a conduit bond issuer to finance the construction of manufacturing facilities for AirBorn Inc. (the "Company"); and

WHEREAS, the Company has requested, on behalf of itself and/or its subsidiary or affiliate corporations, that the County create the Issuer to provide for the acquisition and construction of a manufacturing facility, including the acquisition of land, for the relocation and expansion of the Company's light manufacturing facility, all as more particularly described in Exhibit A attached hereto and made a part hereof (the "Facilities") in the County; and

WHEREAS, the Company has requested and proposed that the Issuer finance and pay for the acquisition and construction of the Facilities pursuant to the Act, and has requested and proposed that the County make a firm commitment to create the Issuer and the Issuer issue its revenue bonds (the "Bonds") to finance and pay for the acquisition and construction of the Facilities; and

WHEREAS, in the interest of time, the County desires to take the action in this Resolution and at a later date approve the creation of the Issuer to act on its behalf to further the public purposes of the Act including the issuance of bonds for the Company; and

WHEREAS, the County finds, intends and declares that this Resolution shall, in accordance with its provision, constitute the commitment and agreement of the County to create the Issuer to issue the Bonds in an aggregate principal amount not to exceed \$10,000,000 for the acquisition and construction of the Facilities; and

WHEREAS, the County finds, considers and declares that the issuance of the Bonds by the Issuer in such amount and for such purpose will be appropriate and consistent with the objectives of the Act, and that the adoption of this Resolution is and constitutes, and is intended as, (i) an inducement to the Company to provide for the acquisition and construction of the Facilities and (ii) the taking of affirmative official action by the County, acting by and through its Commissioners Court, towards the creation of the Issuer, and on behalf of the Issuer, for a purpose of issuance of the Bonds, and that such action is, and is intended to be, similar to the adoption of a bond resolution, within the meaning of Section 1.142-4(a)(5) of the Income Tax Regulations or such other applicable provisions of Income Tax Regulations promulgated pursuant to section 142 of the Internal Revenue Code of 1986, and (iii) the official declaration of the intention of the County on behalf of the Issuer, in accordance with the provisions of Section 1.150-2 of the Federal Treasury Regulations, to reimburse expenditures for the Facilities at such time or times as the Bonds are issued.

THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS COURT OF WILLIAMSON COUNTY, TEXAS THAT:

Section 1. The County is committed and agrees as follows:

(a) To create the Issuer as an industrial development corporation pursuant to the Act in a timely manner.

(b) To take the necessary actions to work with the Issuer for it to adopt a bond resolution or bond resolutions prepared by the Issuer's Bond Counsel, when requested by the Company, authorizing the issuance of the Bonds pursuant to the Act and to issue the Bonds, subject to the requirements of the Act, the execution of the appropriate agreements or contracts described in (b), below, and the sale of the Bonds under terms and conditions satisfactory to the Issuer and the Company, to finance and pay for the acquisition and construction of the Facilities, including amounts sufficient to pay the fees, expenses and costs in connection with such issuance, including an amount adequate to reimburse the Issuer for its administrative and overhead expenses and costs with respect to the Bonds and the Facilities, with the Bonds to be payable from payments by the Company to a corporate trustee under a trust indenture securing the Bonds (the "Trustee") in such sums as are required to pay the principal of, interest on and redemption premium, if any, together with the paying agents', registrars' and Trustee's fees on, the Bonds, as and when the same shall become due and payable.

(c) Prior to the issuance of the Bonds, and when requested by the Company, to authorize the Issuer to enter into such appropriate contracts or agreements between the Issuer and the Company as are mutually agreeable to the parties in all respects, under which the Company will be obligated to make payments to the Issuer and/or the Trustee of the amounts required to pay the principal of, interest on and redemption premium, if any, together with the paying agents', registrars' and Trustee's fees, on the Bonds, as and when the same shall become due and payable, and with such payments also to be sufficient to defray the Issuer's administrative, overhead, operation, maintenance and other expenses and costs with respect to the Bonds and the Facilities.

(d) To authorize the Issuer to take, or cause to be taken, such other action, and to execute such additional contracts and agreements mutually agreeable to the parties in all respects, when requested by the Company, which are required in accordance with the Act and this Resolution to cause the issuance of the Bonds.

Section 2. By the acceptance of this Resolution and proceeding with the Facilities, the Company thereby agrees that it will (i) fully indemnify and hold the County and Issuer harmless from any and all damages, losses and expenses, including attorneys' fees, arising at any time from or with respect to the Bonds and the Facilities, and (ii) pay or reimburse the County and Issuer for all reasonable and necessary out-of-pocket expenses, including attorneys' fees and expenses and the fees and expenses of other consultants, which the County or Issuer may incur at the request of the Company arising from the performance or attempted performance by the County or Issuer of its obligations hereunder.

Section 3. The adoption of this Resolution shall be deemed to constitute the acceptance of the proposal of the Company in providing for the acquisition and construction of the Facilities, and said proposal and acceptance shall constitute an agreement between the County, the Issuer and the Company in accordance with the provisions of this Resolution.

Section 4. Immediately after the adoption of this Resolution, the acquisition and construction of the Facilities may commence and continue to completion in accordance with methods and procedures determined by the Company, or by the Company, the County and the Issuer, pursuant to this Resolution and the agreement it constitutes.

Section 5. Any bonds issued by the Issuer will be payable solely from the sources made available by the Company and will not constitute a debt or liability of the County or a pledge of the faith and credit of the County.

EXHIBIT A

AirBorn Inc.

The Facilities

The facilities are comprised of the acquisition, construction and equipment of up to a 110,000 square foot building, together with functionally related and subordinate facilities, by AirBorn Inc. or a subsidiary thereof for the manufacture of electrical interconnect solutions for the military, commercial air, space, medical, telecommunications, automotive, oil and gas exploration industries, and specializing in R and M series electrical connectors and cable harnesses. The facilities will include land, buildings, equipment, fixtures and machinery, including but not limited to CNC machines, plastic molding presses, curing ovens and various assembly machines and tools. The facilities will be located on 21.7220 acres +/-, Lewis J. Dyches Survey, A-180, Williamson County Texas being a portion of a 71.137 acre tract recorded in Doc. No. 2007008548 of the Williamson County, Texas official records.

SIGNED AND SEALED the 18th day of November, 2008.

Nancy E. Rister
County Clerk

Valerie Covey
County Commissioner Covey

[COUNTY SEAL]

