

**RESOLUTION AUTHORIZING THE ASSIGNMENT OF INDUCEMENT  
RESOLUTION, RESERVATION OF STATE CEILING AND  
APPROVAL OF PUBLIC HEARING**

WHEREAS, the San Gabriel Industrial Development Corporation (the "Corporation") was created by a Resolution of the Commissioners Court of Williamson County, Texas (the "County") on February 4, 2009; and

WHEREAS, on November 18, 2008, prior to creation of the Corporation, the County adopted a RESOLUTION TAKING AFFIRMATIVE OFFICIAL ACTION REGARDING THE ISSUANCE OF BONDS FOR THE AIRBORN INC. PROJECT THROUGH A CONDUIT ISSUER CREATED BY THE COUNTY (the "Inducement Resolution") for AirBorn, Inc. (the "Company"); and

WHEREAS, at the request of the Company, the County has applied for and received from the Texas Bond Review Board an allocation of \$8,000,000 for the allocation in state private activity bond ceiling for the year 2009 pursuant to Texas Bond Review Board Docket No. 3763 (the "Reservation"); and

WHEREAS, the County and the Corporation have agreed that it is desirable that the Corporation be the issuer of any bonds described in the Inducement Resolution and for which the Reservation was received; and

WHEREAS, the Corporation, at its May 19, 2009 meeting, authorized publication of a notice of public hearing at 10:00 AM, Tuesday, June 9, 2009 for purposes of compliance with the Federal Tax Equity and Fiscal Responsibility Act of 1982 ("TEFRA"); and

WHEREAS, the County approves the holding of such hearing by the Corporation;

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

Section 1. The Inducement Resolution and all rights and obligations of the County thereunder are authorized to be, and are hereby, assigned by the County to the Corporation as of the date of adoption of the Inducement Resolution.

Section 2. The Reservation and all rights and obligations of the County thereunder are authorized to be, and are hereby, assigned by the County to the Corporation.

Section 3. The holding of such TEFRA hearing by the Corporation relating to the Project and proposed bonds at 10:00 AM, Tuesday, June 9, 2009, is hereby approved.

Section 4. The County Judge and the County Clerk of the County are authorized to execute any and all documents necessary to effect the assignment of the Inducement Resolution, comply with TEFRA and carry out the intent and purposes of this Resolution, including the preambles hereto.

  
Dan A. Gattis, County Judge

Attest:

  
Nancy Rister, County Clerk