

COUNTY OF SANTA BARBARA, CALIFORNIA
2010-2011 TAX AND REVENUE ANTICIPATION NOTES
SERIES A

CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the "Disclosure Certificate") is executed and delivered by the County of Santa Barbara (the "County") in connection with the issuance of \$_____ aggregate principal amount of County of Santa Barbara 2010-2011 Tax And Revenue Anticipation Notes, Series A (the "Notes"). The Notes are being issued pursuant to a resolution (the "Resolution") adopted by the Board of Supervisors of the County on _____, 2010. The County covenants and agrees as follows:

SECTION 1. Purpose of the Disclosure Undertaking. This Disclosure Certificate is being executed and delivered by the County for the benefit of the Holders and in order to assist E. J. De La Rosa & Co., Inc. (the "Underwriter") in complying with Rule 15c2-12 (the "Rule") adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended.

SECTION 2. Additional Definitions. In addition to the above definitions and the definitions set forth in the Resolution, the following capitalized terms shall have the following meanings:

"Beneficial Owner" shall mean any person which has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Notes (including persons holding Notes through nominees, depositories or other intermediaries).

"Dissemination Agent" shall mean the County, or any successor Dissemination Agent designated in writing by the County and which has filed with the County a written acceptance of such designation.

"Holder" shall mean the person in whose name any Notes shall be registered.

"Listed Events" shall mean any of the events listed in Section 3(a) of this Disclosure Certificate.

"EMMA" shall mean the MSRB's Electronic Municipal Market Access system, which has been approved by the SEC as the central repository for ongoing disclosure by municipal issuers.

"MSRB" shall mean the Municipal Securities Rulemaking Board.

"Repository" shall mean the MSRB or any other entity designated or authorized by the SEC to receive reports pursuant to the Rule. Until otherwise designated by the MSRB or the SEC, filings with the MSRB are to be made through the Electronic Municipal Market Access (EMMA) website of the MSRB, currently located at <http://emma.msrb.org>.

SECTION 5. Dissemination Agent. The County may, from time to time, appoint or engage a Dissemination agent to assist in carrying out its obligations under this Disclosure Certificate, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent.

SECTION 6. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the County from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the County chooses to include any information in any notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the County shall have no obligation under this Certificate to update such information or include it in any future notice of occurrence of a Listed Event.

SECTION 7. Default. In the event of a failure of the County to comply with any provision of this Disclosure Certificate, any Holder or Beneficial Owner of the Notes may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the County to comply with its obligations under this Disclosure Certificate; provided, that any such action may be instituted only in Superior Court of the State of California in and for the County of Santa Barbara or in U.S. District Court in or nearest to the County; provided, that the sole remedy under this Disclosure Certificate in the event of any failure of the County to comply with this Disclosure Certificate shall be an action to compel performance.

SECTION 8. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the County, the Underwriter and Holders, from time to time of the Notes, and shall create no rights in any other person or entity.

Dated: _____, 2010

COUNTY OF SANTA BARBARA

By: _____
Title: _____

APPROVED AS TO FORM:

Dennis Marshall, County Counsel

By _____

EXHIBIT A

NOTICE TO REPOSITORIES OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: County of Santa Barbara

Name of Issue: \$_____ 2010-2011 Tax and Revenue Anticipation Notes, Series A

Date of Issuance: _____, 2010

NOTICE IS HEREBY GIVEN that the above named Issuer has not provided an Annual Report with respect to the above named Notes as required by Section 4(a) of the Continuing Disclosure Certificate dated _____, 2010. The Issuer anticipates that the Annual Report will be filed by _____.

Dated: _____

[ISSUER/DISSEMINATION AGENT]

By: _____