



All of **us** serving you™

**Corporate Trust Services**  
633 West Fifth Street, 24<sup>th</sup> Floor  
Los Angeles, CA 90071

VIA EMAIL

March 23, 2010

Stacey Matson  
Investment and Debt Officer  
County of Santa Barbara  
Office of the Treasurer – Tax Collector  
105 East Anapamu Street  
Santa Barbara, CA 93101

Re: 2010 Certificates of Participation

Dear Stacey,

In accordance with our conversation, the County is issuing 2010 Certificates of Participation at a fixed rate of interest paying semi-annual with annual maturities on or about June 2, 2010 and would like to engage U.S. Bank for trustee services.

We are pleased to provide the same annual fees and expenses we charged for the 2008 Certificates of Participation. This is due to our existing business relationship, the understanding of the financing, the parties involved in the transaction, the use of our Online Access as well as the County's preparation of a single annual report for dissemination regarding all outstanding Certificates of Participation. Enclosed is the Schedule of Fees for the services.

The maximum amount of fees and expenses due at closing is \$1,200.00 that consists of the partial payment of the Legal Expense for rendering of the legal opinion and first year administration fees of Trustee and Dissemination.

Note; the first year administration fees will be prorated from the closing date to the annual date certificates are scheduled to mature. If the certificates mature annually each December 1, the administration fee due at closing is \$498.63 plus \$200.00 for legal expenses that will be paid from Cost of Issuance.

U.S. Bank values our relationship with the County. The retention of the same trustee enhances the financing team as the legal documents will be very similar to the other documents that we are providing trustee services.

If you should have any questions or concerns, please do not hesitate to call me at (213) 615-6005 or send me an email at [john.axt@usbank.com](mailto:john.axt@usbank.com). If necessary; the fees are open for renegotiation.

We look forward to working with you and the financing team on this transaction.

Very truly yours,

A handwritten signature in black ink, appearing to read "John Axt".

John Axt  
Vice President

Encl.:



U.S. Bank Customer Confidential

**Schedule of Fees for Services as  
Trustee, Registrar, Paying Agent and Dissemination Agent  
For  
County of Santa Barbara  
2010 Certificates of Participation**

CTS01010A	<b>Acceptance Fee</b> The acceptance fee includes the administrative review of documents, initial set-up of the account, and other reasonably required services up to and including the closing. This is a one-time, non-refundable fee, payable at closing.	Waived
CTS16156B	<b>Legal Expenses</b> Partial payment of legal fee for rendering of standard legal opinion; balance paid by trustee.	\$200.00
CTS04200	<b>Trustee</b> Annual account administration fee for the performance of the routine duties trustee, registrar and paying agent associated with the administration of the account. Administration fees are payable in advance.	\$900.00
CTS04070	<b>Dissemination Agent</b> Annual administration fee for the performance of the routine duties of the dissemination agent associated with the administration of the account. Administration fees are payable in advance.	\$100.00
CTS10100	<b>Investment Trades</b> Charge per trade to buy or sell investments, excluding automated sweep transactions. **Automatic sweeping of cash into money market funds is not considered a "trade" for the purposes of this fee. However, applicable fees are disclosed in the "Automatic Money Market Investments" authorization letter or the fund prospectus provided ***No charge for investments settled through U.S. Bank Money Center.	\$15.00
CTS10880	<b>Disbursements/Draws</b> Charge per item disbursed. Includes the wire or check fee.	\$10.00
Out of Pocket	<b>Out of Pocket Expense</b> Charge for miscellaneous expenses such as; fax, messenger service, overnight mail, telephone, stationery and postage. This charge is a percent of total Administration Fees, charged in advance.	5%
	<b>Direct Out of Pocket Expenses</b> Reimbursement of expenses associated with the performance of our duties, including but not limited to publications, legal counsel after the initial close, travel expenses and filing fees.	At Cost
	<b>Extraordinary Services</b> Extraordinary Services are duties or responsibilities of an unusual nature, including termination, but not provided for in the governing documents or otherwise set forth in this schedule. A reasonable charge will be assessed based on the nature of the services and the responsibility involved. At our option, these charges will be billed at a flat fee or at our hourly rate then in effect.	

Account approval is subject to review and qualification. Fees are subject to change at our discretion and upon written notice. Fees paid in advance will not be prorated. The fees set forth above and any subsequent modifications thereof are part of your agreement. Finalization of the transaction constitutes agreement to the above fee schedule, including agreement to any subsequent changes upon proper written notice. In the event your transaction is not finalized, any related out-of-pocket expenses will be billed to you directly. Absent your written instructions to sweep or otherwise invest, all sums in your account will remain uninvested and no accrued interest or other compensation will be credited to the account. Payment of fees constitutes acceptance of the terms and conditions set forth.

**IMPORTANT INFORMATION ABOUT PROCEDURES FOR OPENING A NEW ACCOUNT:**

To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify and record information that identifies each person who opens an account.

For a non-individual person such as a business entity, a charity, a Trust or other legal entity we will ask for documentation to verify its formation and existence as a legal entity. We may also ask to see financial statements, licenses, identification and authorization documents from individuals claiming authority to represent the entity or other relevant documentation.

**Dated: March 23, 2010**