

Recording Requested by)
County of Santa Barbara)
_____))
When Recorded Return to the)
Clerk of the Board of Supervisors)
County of Santa Barbara)
105 East Anapamu Street)
Santa Barbara, California 93101)
_____)

SHORT FORM LAND CONSERVATION CONTRACT
Incorporating Board of Supervisors Resolutions and
Long Form Contract by Reference
16AGP-00000-00008

THIS LAND CONSERVATION CONTRACT, is made by and between Gainey Joint Ranch, LLC, a California Limited Liability Company hereinafter referred to as "OWNER" and the COUNTY OF SANTA BARBARA, a political subdivision of the State of California, hereinafter referred to as "COUNTY".

WITNESSETH:

WHEREAS, OWNER possesses certain real property situated in the County of Santa Barbara, State of California, hereinafter referred to as "THE SUBJECT PROPERTY," and more particularly described in Exhibit A attached hereto and by this reference incorporated herein; and

WHEREAS, THE SUBJECT PROPERTY is now devoted to agricultural uses and uses compatible therewith; and

WHEREAS, the parties hereto desire to create an "agricultural preserve," consisting of THE SUBJECT PROPERTY, to be established by COUNTY by resolution and by this contract,

and to be designated as the **Gainey Agricultural Preserve, 16AGP-00000-00008, Assessor Parcel Numbers 141-440-011, 012, -013, -023, -026, -030, -031, -032, 697 acres; replacing a portion of 99-AP-024, and 90-AP-016 with zoning of AG-II-100, and AC Comprehensive Plan designation restrictions.**

NOW, THEREFORE, both OWNER and COUNTY, in consideration of the mutual promises, covenants and conditions to which reference is made herein and substantial public benefits to be derived therefrom, do hereby agree as follows:

FIRST: THE SUBJECT PROPERTY shall be subject to all restrictions and conditions adopted or to be adopted by resolutions and minute orders by the Board of Supervisors of the County of Santa Barbara, California, including without limitation those recorded on November 5, 1971, as Inst. No. 36187, Bk. 2371, pg. 404; January 3, 1972, as Inst. No. 57, Bk. 2381, page 794; October 30, 1974, as Instr. No. 38788, Bk. 2539, pg. 258; November 10, 1975, as Instr. Nos. 40442 and 40443, Bk. 2592, pgs. 1763 and 1767; December 11, 1975, as Instr. No. 44871, Bk. 2595, pg. 2134; May 20, 1977, as Reel No. 77-24881; July 11, 1977, Reel No. 77-34734; November 14, 1978, Reel No. 78-52990; October 15, 1980, Reel No. 80-41873, and November 2, 2007, Reel No. 2007-0077408 of the Official Records of the County of Santa Barbara, California, and IT IS MUTUALLY AGREED that the conditions and restrictions set forth in said resolutions and minute orders are adopted and incorporated herein and made a part hereof as though fully set forth herein at length, and the OWNER will observe and perform said provisions.

SECOND: In consideration of the promises, OWNER shall indemnify and save harmless COUNTY from and against any and all claims, liability, suits, damages, costs including

reasonable attorney's fees, losses and expenses in any manner resulting from, arising out of, or connected with the use of any Surveyor's Map depicting the preserve and the description of THE SUBJECT PROPERTY attached hereto.

THIRD: This Contract shall be effective as of the first day of January, 2017 and shall remain in effect for a period of ten (10) years from each succeeding January first.

IN WITNESS WHEREOF, the County of Santa Barbara has executed this Contract on _____.

COUNTY OF SANTA BARBARA

BOARD OF SUPERVISORS

By: _____
Peter Adam, Chair

Attest:

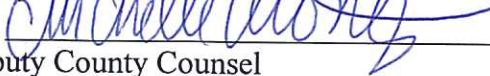
CLERK OF THE BOARD

By: _____
Deputy Clerk

Approved As To Form:

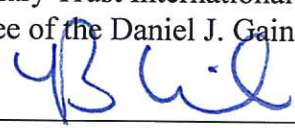
MICHAEL C. GHIZZONI

COUNTY COUNSEL

By:  _____
Deputy County Counsel

OWNER

Fiduciary Trust International of California,
Trustee of the Daniel J. Gainey 1975 Trust

By:  _____
Bryan D. Kirk, Managing Director and Trust
Counsel for Fiduciary Trust International of
California, as Manager of Gainey Joint
Ranch, LLC

Gainey Joint Ranch, LLC

By:  _____, Manager
Daniel H. Gainey, Manager

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

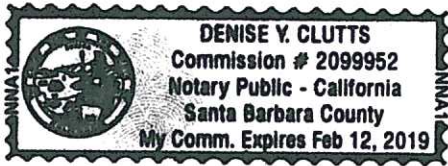
State of California)
County of Santa Barbara)

On June 3, 2016 before me, Denise Y. Clutts, Notary Public,
Date Here Insert Name and Title of the Officer
personally appeared Daniel H. Barney
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Denise Y. Clutts
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document Santa Barbara County State Farmland Conservation Contract
Title or Type of Document: # 16AGP-00000-00008 Document Date: June 3, 2016
Number of Pages: 3 Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____
 Corporate Officer — Title(s): _____
 Partner — Limited General
 Individual Attorney in Fact
 Trustee Guardian or Conservator
 Other: _____
Signer Is Representing: _____

Signer's Name: _____
 Corporate Officer — Title(s): _____
 Partner — Limited General
 Individual Attorney in Fact
 Trustee Guardian or Conservator
 Other: _____
Signer Is Representing: _____

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.


State of California
County of San Mateo

On June 7, 2016 before me, Michael C. Griffin, Notary Public
(insert name and title of the officer)

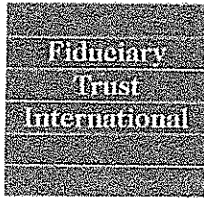
personally appeared Bryan D. Kirk
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature  (Seal)



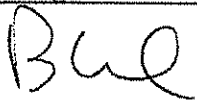


Fiduciary Trust International of California
444 South Flower Street, Suite 3200
Los Angeles, California 90071-2961
tel (213) 596-8600
tel (800) 421-9683
fax (213) 489-2078
www.fiduciarytrust.com


**Certificate of the Assistant Secretary
of
Fiduciary Trust International of California**

I, Amparo Villapando, do hereby certify that I am the duly elected Vice President and Assistant Secretary of Fiduciary Trust International of California (the "Company").

I further certify that (i) Bryan D. Kirk is a duly elected Managing Director and Trust Counsel of the Company, and (ii) is authorized, to the extent permitted by law, alone to sign, on behalf of the Company, as co-trustee of the Daniel J. Gainey 1975 Trust serving as co-manager of the Gainey Joint Ranch, LLC and (iii) that his true signature and information are as follows:

Name	Title	Signature	Address	Telephone	Email
Bryan D. Kirk	Managing Director & Trust Counsel		One Franklin Parkway, 920/1 San Mateo, CA 94403	650-312-3981	bryan.kirk@ftci.com

Witness my signature and the seal of the Company this 9th day of May 2016.



Amparo Villapando
Vice/President & Assistant Secretary