

§[PAR AMOUNT]
**COMMUNITY FACILITIES DISTRICT NO. 1992-1
(EL DORADO HILLS DEVELOPMENT)
COUNTY OF EL DORADO, CALIFORNIA
2012 SPECIAL TAX REFUNDING BONDS**

Dated: [closing date]

This Continuing Disclosure Certificate (the “Disclosure Certificate”) is delivered by the County of El Dorado (the “County”) in connection with the issuance of the above-referenced bonds (the “Refunding Bonds”) pursuant to the Second Supplemental Indenture dated July 1, 2012 (the “Second Supplemental Indenture”), between the County and The Bank of New York Mellon Trust Company, N.A., as fiscal agent (the “Fiscal Agent”). The Second Supplemental Indenture is supplemental to the Indenture dated as of August 1, 1999 (the “1999 Indenture”), as amended and supplemented by the First Supplemental Indenture dated as of May 1, 2004 (the “First Supplemental Indenture”), the First Amendment to Indenture dated May 1, 2004 (the “First Amendment”), and the Second Amendment to Indenture dated August 23, 2011 (the “Second Amendment”), all between the County and the Fiscal Agent. The 1999 Indenture, as so amended and supplemented, is referred to herein as the “Indenture.”

Section 1. Purpose of the Disclosure Certificate. This Disclosure Certificate is being delivered by the County for the benefit of the beneficial owners of the Refunding Bonds and to assist the Participating Underwriters in complying with S.E.C. Rule 15c2-12(b)(5).

Section 2. Definitions. Unless the context otherwise requires, the definitions set forth in the Indenture apply to this Disclosure Certificate. The following additional capitalized terms shall have the following meanings:

Annual Report means any report provided by the County pursuant to, and as described in, Sections 3 (Provision of Annual Reports) and 4 (Content of Annual Reports) of this Disclosure Certificate.

Beneficial Owner means any person that (a) has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Refunding Bonds (including persons holding Refunding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Refunding Bonds for federal income tax purposes.

Bondholders means either the registered owners of the Refunding Bonds, or, if the Refunding Bonds are registered in the name of The Depository Trust Company or another recognized depository, any Beneficial Owner or applicable participant in its depository system.

CDIAC CFD Report means the report described in Government Code section 53359.5 that is required to be filed with the California Debt and Investment Advisory Commission.

Dissemination Agent means NBS Government Finance Group, or any successor Dissemination Agent designated in writing by the County and that has filed with the County a written acceptance of such designation.

District means Community Facilities District No. 1992-1 (El Dorado Hills Development) County of El Dorado, California.

Listed Events means any of the events listed in subsection (a) or (b) of Section 5 (Reporting of Significant Events) of this Disclosure Certificate.

MSRB means the Municipal Securities Rulemaking Board, which has been designated by the Securities and Exchange Commission as the sole repository of disclosure information for purposes of the Rule, or any other repository of disclosure information that may be designated by the Securities and Exchange Commission as such for purposes of the Rule in the future.

Official Statement means the final Official Statement dated _____, 2012, relating to the Refunding Bonds.

Opinion of Bond Counsel means a written opinion of a law firm or attorney experienced in matters relating to obligations the interest on which is excludable from gross income for federal income tax purposes.

Participating Underwriter means any of the original underwriters of the Refunding Bonds required to comply with the Rule in connection with offering of the Refunding Bonds.

Repositories means MSRB or any other repository of disclosure information that may be designated by the Securities and Exchange Commission as such for purposes of the Rule in the future.

Rule means Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

Section 3. Provision of Annual Reports.

a. Delivery of Annual Report to Repositories. (a) The County shall, or shall cause the Dissemination Agent to, not later than the same date on which the County is required to file the CDIAC CFD Report (currently October 30) (the "Report Date"), commencing on October 30, 2012, with the report for the 2011-12 Fiscal Year, to provide to the Repositories an Annual Report that is consistent with the requirements of Section 4 (Content of Annual Reports) of this Disclosure Certificate, with a copy to the Fiscal Agent. The Annual Report may be submitted as a single document or as a set of separate documents and may cross-reference other information as provided in Section 4 (Content of Annual Reports) of this Disclosure Certificate.

b. Change of Fiscal Year or Report Date. If the County's fiscal year or the Report Date changes, it shall give notice of such change in the same manner as for a Listed Event under Section 5(e) (Notice of Listed Events).

c. Delivery of Annual Report to Dissemination Agent. Not later than fifteen (15) Business Days prior to the date specified in subsection (a) for providing the Annual Report to the Repositories, the County shall provide the Annual Report to the Dissemination Agent (if other than the County). If by such date, the Dissemination Agent has not received a copy of the Annual Report, the Dissemination Agent shall notify the County.

d. Report of Non-Compliance. If the County is unable to provide an Annual Report to the Repositories by the date required in subsection (a), the Dissemination Agent shall send a notice to the Repositories in substantially the form attached as Exhibit A.

e. Annual Compliance Certification. The Dissemination Agent shall, if the Dissemination Agent is other than the County, file a report with the County certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, stating the date it was provided.

Section 4. Content of Annual Reports. The County's Annual Report shall contain or include by reference the following:

a. Financial Statements. The audited financial statements of the County for the fiscal year most recently ended, prepared in accordance with the laws of the State of California and including all statements and information prescribed for inclusion therein by the Controller of the State of California. If the County's audited financial statements are not available by the Report Date, the Annual Report shall contain unaudited financial statements in a format similar to the audited financial statements of the County for the preceding fiscal year, and the audited financial statements shall be filed in the same manner as the Annual Report when they become available.

b. CDIAC CFD Report. A copy of the CDIAC CFD Report that is to be filed on the Report Date of the Annual Report.

c. Parcels by Category. A table showing the number of parcels in each Special Tax category of the Rate and Method of Apportionment (i.e., Final Use Parcel, Tentative Map Parcel, Large Lot Parcel, or Planned Parcel).

d. Special Tax delinquency rate for the then most recently ended fiscal year (currently June 30).

e. Status of any litigation filed in the Superior Court of the State of California in and for the County of El Dorado or the Federal District Court or bankruptcy court having similar jurisdiction that has been served upon or is otherwise known to the County challenging the development of property in the District (until the first date on which all property is in the "Final Use Parcel" category in the Rate and Method of Apportionment), or litigation in which the County has been served challenging the validity or levy of the Special Tax.

f. If there have been any changes in the Rate and Method of Apportionment of the Special Tax, a description in reasonable detail of such changes.

g. Any additional information required to be provided by the County if and to the extent the County is provided by the Participating Underwriter or the Fiscal Agent with an Opinion of Bond Counsel to the effect that pursuant to subsequent interpretative releases or regulations of the United States Securities and Exchange Commission, applicable case law, or similar authority, such additional information is required to be provided under the Rule.

Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues of the County or related public entities, that have been submitted to each of the Repositories or the Securities and Exchange Commission. If the document included by reference is a final official statement, it must be available from the Municipal Securities Rulemaking Board. The County shall clearly identify each such other document so included by reference.

Section 5. Reporting of Significant Events.

a. Listed Events Reportable Without Regard to Materiality. Pursuant to the provisions of this Section, the County shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Refunding Bonds not later than ten (10) business days after the occurrence of the event:

- (1) principal and interest payment delinquencies;
- (2) unscheduled draws on debt service reserves reflecting financial difficulties;
- (3) unscheduled draws on credit enhancements reflecting financial difficulties;
- (4) substitution of credit or liquidity providers, or their failure to perform;
- (5) defeasances;
- (6) rating changes;
- (7) the issuance by the IRS of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB);
- (8) tender offers;
- (9) bankruptcy, insolvency, receivership or similar event of the obligated person;

b. Listed Events Reportable if Material. Pursuant to the provisions of this Section, the County shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Refunding Bonds, if material, not later than ten (10) business days after the occurrence of the event:

- (1) Except as otherwise provided in paragraph 5(a)(7) above, adverse tax opinions or other material notices or determinations by the Internal Revenue Service with respect to the tax status of the Refunding Bonds or other material events affecting the tax-exempt status of the Refunding Bonds;
- (2) non-payment related defaults;
- (3) modifications to rights of Bondholders;
- (4) bond calls;
- (5) release, substitution, or sale of property securing repayment of the Refunding Bonds;

- (6) the consummation of a merger, consolidation, or acquisition, or certain asset sales, involving the obligated person, or entry into or termination of a definitive agreement relating to the foregoing;
- (7) appointment of a successor or additional trustee or the change of name of a trustee.

c. **Determination of Materiality of Listed Events Reportable if Material.** Whenever the County obtains knowledge of the occurrence of an event listed under Section 5(b) (**Listed Events Reportable if Material**), the County shall immediately determine if such event would be material under applicable federal securities laws.

d. **Notice to Dissemination Agent.** If the County learns of the occurrence of an event listed under Section 5(a) (**Listed Events Reportable Without Regard to Materiality**) or determines that an event listed under Section 5(b) (**Listed Events Reportable if Material**) would be material under applicable federal securities laws, the County shall promptly notify the Dissemination Agent (if other than the County) in writing. Such notice shall instruct the Dissemination Agent to report the occurrence pursuant to subsection (e) (**Notice of Listed Events**).

e. **Notice of Listed Events.** The County shall file, or cause the Dissemination Agent to file with the Repositories, a notice of the occurrence of a Listed Event to provide notice of specified events in a timely manner not in excess of ten business days after the event's occurrence. Notwithstanding the foregoing, notice of Listed Events described in subsection (b)(4) (**bond calls**) need not be given under this subsection any earlier than the notice (if any) given to Bondholders of affected Refunding Bonds pursuant to the Indenture.

Section 6. Filings with MSRB. All documents provided to MSRB under this Disclosure Certificate shall be filed in a readable PDF or other electronic format as prescribed by MSRB and shall be accompanied by identifying information as prescribed by MSRB.

Section 7. Termination of Reporting Obligation. The County's obligations under this Disclosure Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Refunding Bonds or upon the delivery to the County of an Opinion of Bond Counsel to the effect that continuing disclosure is no longer required.. If such termination occurs prior to the final maturity of the Refunding Bonds, the County shall give notice of such termination in the same manner as for a Listed Event under Section 5(e) (**Notice of Listed Events**).

Section 8. Dissemination Agent. a. **Appointment of Dissemination Agent.** The County may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such agent, with or without appointing a successor Dissemination Agent. If the Dissemination Agent is not the County, the Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by the County pursuant to this Disclosure Certificate. The initial Dissemination Agent shall be the County.

b. Compensation of Dissemination Agent. The Dissemination Agent shall be paid compensation by the County for its services provided hereunder in accordance with its schedule of fees as agreed to between the Dissemination Agent and the County from time to time and all expenses, legal fees and advances made or incurred by the Dissemination Agent in the performance of its duties hereunder. The Dissemination Agent may at any time resign by giving written notice of such resignation to the County.

c. Duties, Immunities and Liabilities of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate. The County agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against any loss, expense, and liability that it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorneys fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or willful misconduct. The Dissemination Agent shall not be deemed to be acting in any fiduciary capacity for the County, the Bondholders, or any other party. The Dissemination Agent may rely and shall be protected in acting or refraining from acting upon any direction from the County or an Opinion of Bond Counsel. The obligations of the County under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Refunding Bonds. No person shall have any right to commence any action against the Dissemination Agent seeking any remedy other than to compel specific performance of this Disclosure Certificate.

Section 9. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the County may amend this Disclosure Certificate (and the Dissemination Agent shall agree to any amendment so requested by the County that does not impose any greater duties or risk of liability on the Dissemination Agent), and any provision of this Disclosure Certificate may be waived, provided that the following conditions are satisfied:

a. Change in Circumstances. If the amendment or waiver relates to the provisions of Sections 3(a) (Delivery of Annual Report to Repositories), 4 (Content of Annual Reports), or 5(a) and (b) (Listed Events), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature, or status of an obligated person with respect to the Refunding Bonds, or the type of business conducted;

b. Compliance as of Issue Date. The undertaking, as amended or taking into account such waiver, would have complied with the requirements of the Rule at the time of the original issuance of the Refunding Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances, and the County obtains an Opinion of Bond Counsel to that effect; and

c. Consent of Holders; Non-impairment Opinion. The amendment or waiver either (i) is approved by the Bondholders in the same manner as provided in the Indenture for amendments to the Indenture with the consent of Bondholders, or (ii) does not materially impair the interests of the Bondholders and the County obtains an Opinion of Bond Counsel to that effect.

If this Disclosure Certificate is amended or any provision of this Disclosure Certificate is waived, the County shall describe such amendment or waiver in the next following Annual Report and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the County. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for a Listed Event under Section 5(e) (Notice of Listed Events), and (ii) the Annual Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

Section 10. 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 Annual Report or 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 Annual Report or 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 Disclosure Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

Section 11. Default. If the County fails to comply with any provision of this Disclosure Certificate any Bondholder of the Refunding Bonds 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. A default under this Disclosure Certificate shall not be deemed an Event of Default under the Indenture, and the sole remedy under this Disclosure Certificate if the County fails to comply with this Disclosure Certificate shall be an action to compel performance.

Section 12. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the County, the Dissemination Agent, the Participating Underwriters, and the Bondholders and shall create no rights in any other person or entity.

IN WITNESS WHEREOF, the County has caused this Continuing Disclosure Certificate to be executed by its authorized officer as of the day and year first above written.

COUNTY OF EL DORADO

By: _____

EXHIBIT A

FORM OF NOTICE TO REPOSITORIES OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: County of El Dorado, California
Name of Bonds: Community Facilities District No. 1992-1
(El Dorado Hills Development)
County of El Dorado, California
2012 Special Tax Refunding Bonds
Date of Delivery: [Closing Date]

NOTICE IS HEREBY GIVEN that the County of El Dorado (the "County") has not provided an Annual Report with respect to the above-named Bonds as required by a Continuing Disclosure Certificate executed [closing date], with respect to the above captioned bond issue. The County anticipates that the Annual Report will be filed by _____.

Dated: _____

COUNTY OF EL DORADO

[SAMPLE ONLY]
