

**AGREEMENT TO TERMINATE AND RELEASE
OF SUBDIVISION IMPROVEMENT AGREEMENT
(Trestle Glen)**

This Termination and Release of Subdivision Improvement Agreement (the "Release") is made effective as of _____, 2008, by The County of San Mateo ("County") and Northpoint Housing, Inc., a California nonprofit public benefit corporation ("Northpoint").

WHEREAS, County and Northpoint entered into that certain Subdivision Improvement Agreement dated February 27 2007 ("Subdivision Improvement Agreement"), requiring Northpoint to install certain off-site improvements for the benefit of the County related to the El Camino Transit Village/ Trestle Glen project ("Project");

WHEREAS, Northpoint has transferred the property upon which the Project is to be constructed to Trestle Glen Associates, a California limited partnership, who will be the developer of the Project, is and who is concurrently with this Release entering into a Subdivision Improvement Agreement with the County obligating Trestle Glen Associates to construct the off-site improvements related to the Project;

WHEREAS, County and Northpoint mutually desire to terminate the Subdivision Improvement Agreement, contingent upon Trestle Glen's agreement to undertake the responsibility to install certain off-site improvements that have been previously undertaken by Northpoint in the Subdivision Improvement Agreement.

NOW, THEREFORE, County and Northpoint hereby acknowledge and agree that effective upon and contingent on Trestle Glen's execution of an agreement to undertake responsibility for installation of certain off-site improvements responsibilities that have been undertaken by Northpoint in the Subdivision Improvement Agreement, said Subdivision Improvement Agreement between the County of San Mateo and Northpoint is terminated, shall have no further force or effect, and that no party has any further obligations under the Subdivision Improvement Agreement.

THIS RELEASE may be signed by different parties hereto in counterparts with the same effect as if the signatures to each counterpart were upon a single instrument. All counterparts shall be deemed an original of this Release.

[THE SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, County and Northpoint hereby execute this Termination and Release of Subdivision Improvement Agreement effective as of the Effective Date.

Northpoint Housing Inc., a California nonprofit public benefit corporation

By: _____
Lydia Tan, Vice-President

COUNTY OF SAN MATEO,

By: _____
Adrienne J. Tissier, President
Board of Supervisors

County of San Mateo, State of California

ATTACHMENT A

Subdivision Improvement Agreement
(Executed _____, 2008)