

**AMENDMENT TO
AGREEMENT TO EXCHANGE INTERESTS IN REAL PROPERTY**

This Amendment to Agreement to Exchange Interests in Real Property (“**Amendment**”), is made effective as of December 6, 2010, by and between the Midpeninsula Regional Open Space District, a California special district (“**District**”) and the City and County of San Francisco, a municipal corporation (“**City**”).

Recitals

A. District and City have entered into an Agreement to Exchange Interests in Real Property, which was signed by District on June 14, 2010, approved by District’s Board of Directors on July 14, 2010, signed by City on October 7, 2010, approved by City’s Board of Supervisors on October 19, 2010, and approved by City’s Mayor on October 22, 2010 (“**Agreement**”). City mailed two fully executed originals of the Agreement to District on December 2, 2010.

B. District and City desire to amend the Agreement to confirm the Effective Date and opening of escrow and extend the Closing Date, as provided herein.

NOW, THEREFORE, District and City agree as follows.

1. “Effective Date”; “Closing Date”; Opening Escrow. The parties agree that the “**Effective Date**” of the Agreement is December 6, 2010, and that escrow has been opened in substantial compliance with Section 2.A of the Agreement. The parties further agree that the second sentence of Section 2.B of the Agreement is amended to read as follows: “The Closing shall occur on January 31, 2011, or on such other date as City and District, or their respective counsel, may mutually agree, but in no event later than February 28, 2011 (the “**Closing Date**”), subject to the provisions of Section 2.E [District’s Conditions to Closing] and Section 2.F [City’s Conditions to Closing].”

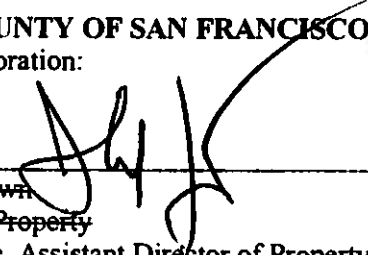
2. Full Force and Effect. The Agreement remains in full force and effect as amended herein. The Agreement as amended by this Amendment constitutes the entire agreement of the parties concerning the subject matter thereof, and supersedes all previous negotiations, agreements, or understandings, if any, regarding the matters contained in the Agreement. District and City ratify and confirm all provisions of the Agreement as amended by this Amendment.

3. Effectiveness of Amendment. This Amendment shall be effective as of December 6, 2010, when signed by both parties below or in counterparts, and delivered. A photocopy, facsimile, or electronic copy shall have the same effect for all purposes as an ink-signed original.

IN WITNESS WHEREOF, the parties execute this Amendment.

CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation:

**MIDPENINSULA REGIONAL OPEN SPACE
DISTRICT,** a California special district

By: 
Amy L. Brown
Director of Property
John Updike, Assistant Director of Property

By: _____
Stephen E. Abbors
General Manager

APPROVED AS TO FORM:
Dennis J. Herrera, City Attorney

APPROVED AS TO FORM:

By: 
Carolyn J. Stein
Deputy City Attorney

By: _____
Susan M. Schectman
General Counsel