

SECOND AMENDMENT TO PURCHASE AND SALE AGREEMENT

This Second Amendment to Purchase and Sale Agreement ("Second Amendment"), dated for reference purposes only as December 3, 2019, is by and between the COUNTY OF SAN MATEO, a political subdivision of the State of California ("County"), and THE PENINSULA OPEN SPACE TRUST ("POST"), a California non-profit public benefit corporation. When referenced together hereinafter, the entities are collectively referred to as "Parties".

Recitals

A. **WHEREAS**, on May 14, 2019, the Parties executed a Purchase and Sale Agreement ("Agreement") in which County agreed to purchase from POST and POST agreed to sell to County that certain real property located approximately eight miles south of the City of Half Moon Bay within an unincorporated area of the County of San Mateo, State of California and described as San Mateo County Assessor's Parcel Numbers (APNs): 081-060-020, 081-060-030, and 081-060-130; and

B. **WHEREAS**, pursuant to the terms of the Agreement, Parties are to execute a Post Transfer Agreement detailing how specified funds are to be managed and used and a Cowell-Purisima Trail Agreement identifying roles and responsibilities for the management of the Cowell-Purisima Trail, both of which were to be executed no later than October 31, 2019, for the consummation of the transaction detailed in the Agreement to occur; and

C. **WHEREAS**, because the Parties were still negotiating the final provisions of the Cowell-Purisima Trail Agreement at the end of October, Parties executed a First Amendment to the Agreement ("First Amendment") on November 12, 2019 to extend the Closing Date to December 31, 2019; and

D. **WHEREAS**, Parties have not yet executed the Post Transfer Agreement or Cowell-Purisima Trail Agreement, but still desire for the transaction to occur and therefore desire to further extend the Closing Date of the Agreement as Amended.

Agreement

NOW THEREFORE, for good and valuable consideration as hereinafter set forth, the sufficiency of which is hereby acknowledged, the parties agree to amend and modify the Agreement as Amended as follows:

1. **Term**. Notwithstanding any other references to the term in the Agreement as Amended by the First Amendment, the Parties agree to extend the Closing Date of the Agreement to no later than March 31, 2020.
2. **Counterparts**. This Second Amendment may be executed in two counterparts, each of which shall be deemed an original, but both of which taken together shall constitute one and the same instrument. Execution and delivery of this Second Amendment by

portable document format ("PDF") copy bearing the PDF signature of any party hereto shall constitute a valid and binding execution and delivery of this Second Amendment by such party. Such PDF copies shall constitute enforceable original documents.

3. **No Further Amendments; Conflicts**. All the terms and conditions of the Agreement remain in full force and effect except as expressly provided in this Second Amendment.

POST:

THE PENINSULA OPEN SPACE TRUST
A California non-profit public benefit
corporation

By: Walter T. Moore
Walter T. Moore
President

COUNTY:

COUNTY OF SAN MATEO,
a political subdivision of the State of California

By: _____
Michael P. Callagy
County Manager