

RECORDING REQUESTED BY:  
WHEN RECORDED MAIL TO:

CITY OF MILPITAS  
455 E. CALAVERAS BLVD.  
MILPITAS, CA. 95035

ATTN: CITY CLERK

(SPACE ABOVE LINE FOR RECORDER'S USE)

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**AGREEMENT TO TERMINATE AND RELEASE**  
**SUBDIVISION IMPROVEMENT AGREEMENT, APTON PROPERTIES, LLC,**  
**TRACT 9690, PROJECT NO. 3144**

THIS Termination and Release of City of Milpitas Subdivision Improvement Agreement, Apton Properties LLC, (the "Release") is made effective as of September 21, 2010, by the City of Milpitas, a municipal corporation of the State of California ("City") and Apton Properties, LLC, a California limited liability company ("Subdivider").

**RECITALS**

**WHEREAS**, the City and Subdivider entered into that certain Subdivision Improvement Agreement, Apton Properties, LLC, Tract 9690, Project No. 3144, approved by the Milpitas City Council on August 15, 2006 ("Subdivision Improvement Agreement"), requiring Subdivider to install certain off-site improvements related to the Apton Plaza Project ("Project") for the benefit of the City; and

**WHEREAS**, the Project was never constructed, and the Redevelopment Agency of the City of Milpitas has subsequently purchased the Project site pursuant to the terms of the Agreement for Purchase and Sale and Joint Escrow Instruction for Real Property Located at 230 North Main Street, Milpitas California 95035 (APN: 028-34-001 through -093), dated July 9, 2010, thereby removing the need for the construction of said off-site improvements; and

**WHEREAS**, accordingly, the City and Subdivider mutually desire to terminate the Subdivision Improvement Agreement.

**NOW, THEREFORE**, City and Subdivider hereby acknowledge and agree that effective upon and contingent upon the parties' execution of this Release, said Subdivision Improvement Agreement is terminated, shall have no further force or effect, and that no party has any further obligations under that 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.

IN WITNESS WHEREOF, the parties hereto have executed this Release, the day and year first above written.\*

CITY OF MILPITAS

APTON PROPERTIES, LLC

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Thomas C. Williams, City Manager

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Badru Valani, Managing Member

\* Each party shall attach proper acknowledgments as required by law.