

To: Board of Directors, Marina Coast Water District

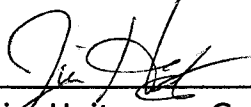
I request that you provide for my defense through MCWD's designated legal counsel, to the fullest extent required and permitted by Government Code Sections 995 through 996.6, inclusive, of any civil action or proceeding, any administrative proceeding and any criminal action or proceeding brought against me in my official or individual capacity or both, on account of any act or omission occurring within the scope of my employment as an employee of Marina Coast Water District in connection with the Regional Desalination Project described in MCWD Board Resolution No. 2010-20 and with matters discussed in a document released by the County of Monterey on June 21, 2011, entitled "Summary of Preliminary Findings Regarding Director Stephen Collins' Business Relationship With RMC Water and Environment and Marina Coast Water District." The Summary, prepared by Remcho, Johansen & Purcell, LLP, (the "Remcho Report"), states that certain conduct raises questions about the validity of contracts to which Marina Coast Water District is a party and names me in connection with the conduct questioned. I further request that you defend and indemnify me against any claim or action against me in connection with the above matters, to the fullest extent required and permitted by Government Code Sections 825 through 825.6, inclusive.

All of my actions in connection with the Regional Desalination Project have occurred within the scope of my employment as an employee of Marina Coast Water District as authorized and directed by the Board of Directors of MCWD. All of my actions have been undertaken and conducted in good faith in the furtherance of the apparent and best interests of MCWD and the constituents of MCWD. The "Preliminary Report on Conflicts of Interest in the Processing and Approval of the Regional Desalination Project Contracts and the Impact of any Conflict on the Validity of the Contracts" prepared by James L. Markman and others of the law firm of Richards, Watson & Gershon and released by MCWD on July 1, 2011 the ("Markman Report"), found no facts to indicate that either I or any other official of Marina Coast violated Government Code section 1090 or any other provision of law prohibiting conflicts of interest. You have previously received copies of the Remcho Report and the Preliminary Report.

Thank you for your prompt attention to this request.

Dated: July 6, 2011

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Jim Heitzman", written over a horizontal line.

Jim Heitzman, General Manager
Marina Coast Water District