

**EXHIBIT 11-A**

**AMENDMENT 4**

**to**

**MONTEREY PENINSULA WATER MANAGEMENT DISTRICT**

**and**

**DEEPWATER DESAL, LLC**

**CENTRAL COAST REGIONAL WATER PROJECT**

**COST SHARING AGREEMENT**

This Amendment is entered into as of April \_\_, 2015 (**Effective Date**), by and between the Monterey Peninsula Water Management District, a California special act district (**MPWMD**), and DeepWater Desal LLC, a California Limited Liability Company located at 7532 Sandholdt Rd, #6, Moss Landing, CA 95039 (**Company**), collectively the "Parties", based upon the following facts, intentions and understandings of the Parties.

**1.2 Reimbursement.** Subject to the terms and conditions of this Agreement, MPWMD shall reimburse the Company an amount not to exceed fifty percent (50%) of reasonable and necessary Environmental and Permitting Costs actually incurred and paid by the Company between the period beginning May 1, 2013 and ending June 30, 2016 that relate to the Desalination Plant. MPWMD's total reimbursement obligation set by this agreement, however, shall not exceed eight hundred thousand (\$800,000) dollars.

**WHEREFORE**, this Amendment 4 to the Cost Sharing Agreement was executed by the parties on the date first above written.

COMPANY

DEEPWATER DESAL, LLC  
a California Limited Liability Company

Dated:

By: \_\_\_\_\_  
Brent R. Constantz, Managing Member

MPWMD

MONTEREY PENINSULA WATER MANAGEMENT  
DISTRICT,

Dated:

By: \_\_\_\_\_  
David J. Stoldt  
MPWMD General Manager