

**NOTICE OF ANNUAL MEETING OF  
SHAREHOLDERS OF  
SIERRA PARK WATER COMPANY, INC.**

Notice is given that the annual meeting of the shareholders of Sierra Park Water Company, Inc. (the "Corporation"), will be held at the Recreation Hall which is located on Wheeler Road, Long Barn, California, on May 25, 2014, at 10:30, to consider and act on:

1. Election of Directors. The board of directors of the Corporation (the "Board") intends at this time to present the following nominees for election by the shareholders to the Board:

Kirk Knudsen

Michael Lechner

Bill Ordwein

Heidi Ordwein

Wanda Lenhardt

2. Annual Report and Budget. The Chairman of the Board shall report on the transactions and matters related to the Corporation from the prior year and shall present for action by the shareholders, and request that the shareholders ratify and approve, the annual budget for the Corporation previously approved by the Board.
3. Such other business as may be properly presented at the meeting for action by the shareholders. If you do not expect to be present at the meeting and wish your shares to be voted, you may complete the attached form of proxy and mail it in the enclosed addressed envelope.

Date: May 6, 2014

Sierra Park Water Company, Inc.

By:   
Kirk Knudsen, [President]

**PROXY INSTRUCTIONS**  
**ANNUAL MEETING OF**  
**SHAREHOLDERS OF**  
**SIERRA PARK WATER COMPANY, INC.**

As a shareholder in Sierra Park Water Company, Inc. (the "Corporation") you have the right to vote on matters presented to the shareholders for action at the annual meeting. The Board of Directors of the Corporation strongly urges your, and your co-owners, participation at the annual meeting. Important matters will be presented for the vote and approval of the shareholders including the election of the members of the Board of Directors for 2014/2015 and the ratification and approval of the 2014/2015 budget adopted by the Board of Directors.

It is very important that every shareholder participates in the voting processes, but we recognize that not everyone can attend the annual meeting and our bylaws provide for voting by proxy. We hope to have as many shareholders present at the annual meeting as possible but we do understand that many things can cause our shareholders to be unable to attend in person. Voting through a proxy will allow your voice to be heard.

The following is a blank form of proxy for the upcoming annual meeting of the shareholders that you can use to exercise your voting privilege without being present. In the event you cannot or do not wish to vote your share(s) in person at the annual meeting it is very important that you do so by proxy. You may grant a co-owner of your property, any other shareholder or other third-party, the right to vote your share(s) by proxy. Please be sure to sign, date and deliver this proxy to your proxy holder in advance of the annual meeting as that person will need to present the signed and dated proxy, along with appropriate identification, at the time of the annual meeting to be able to vote on your behalf by proxy.

In the event you cannot attend and do not have someone you would like to assign your proxy to, the members of the current Board of Directors are willing to exercise your proxy for you. Current Board members are Kirk Knudson, Michael Lechner, Yvonne Peter, Heidi Ordwein, Bill Ordwein, Ray Coyle, and Wanda Lenhardt. All proxies designated to current board members must be received by the Corporation at P.O. Box 424, Mi Wuk Village, California, 95346, **no later than May 24, 2014.**

SIERRA PARK WATER COMPANY, INC.

*2 shares*

PROXY

The undersigned shareholder(s) of Sierra Park Water Company, Inc., a California corporation (the "Corporation"), appoint(s) \_\_\_\_\_ [Print Name] as proxy and attorney-in-fact, with full power of substitution, to represent the undersigned at the annual meeting of shareholders to be held on May 25, 2014, at 10:30, at the Recreation Hall located on Wheeler Road, Long Barn, CA, and at any adjournment of that meeting, and to vote all shares of stock that the undersigned would be entitled to vote if personally present, on the matters and in accordance with any instructions set forth below.

The proxy holder shall be entitled to cast the number of votes the undersigned would be entitled to cast if personally present, for or against any proposal, including the election of members of the board of directors, and any and all other business that may come before the meeting.

SHAREHOLDER: IF YOU WISH TO INSTRUCT THE PROXY HOLDER REGARDING THE VOTING OF YOUR SHARES, PLEASE CHECK THE APPROPRIATE BOXES BELOW AND COMPLETE THIS FORM. WITH RESPECT TO ELECTION OF DIRECTORS. IF YOU WISH TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE, DRAW A LINE THROUGH THAT NOMINEE'S NAME. YOUR SHARES WILL BE VOTED IN ACCORDANCE WITH YOUR INSTRUCTIONS.

ANY SHAREHOLDER COMPLETING THIS PROXY WHO FAILS TO CHECK ANY BOXES OR OTHERWISE MARK THE PROXY FORM WILL BE DEEMED TO HAVE GIVEN THE PROXY HOLDER COMPLETE DISCRETION IN VOTING WITH RESPECT TO THE MATTERS LISTED BELOW.

1. Election of Directors:

FOR all nominees listed below except as indicated   
WITHHOLD authority to vote for all nominees listed

NOMINEES

Kirk Knudsen  
Michael Lechner  
Heidii Ordwein  
Bill Ordwein  
Wanda Lenhardt

2. Annual Report and Budget:

Approve  Disapprove  Abstain

[Signature appears on following page]

[Signature page to Proxy]

Date: \_\_\_\_\_

By: \_\_\_\_\_

Print: \_\_\_\_\_

Title: \_\_\_\_\_

**SHAREHOLDER:** THIS PROXY SHOULD BE MARKED, DATED, AND SIGNED BY THE SHAREHOLDER EXACTLY AS HIS OR HER NAME APPEARS ON THE SHARE CERTIFICATE(S), AND RETURNED PROMPTLY TO THE CORPORATION. A CORPORATION, LIMITED LIABILITY COMPANY, TRUST OR OTHER ENTITY, SHOULD SIGN ITS NAME BY AN OFFICER, TRUSTEE OR OTHER AUTHORIZED PERSON, DESIGNATING THE TITLE HELD.

**Your name as it appears on your Stock Certificate is:**

Mary Jane Valentine

*2 Shares*  
*Wanda*  
*Leubardt*

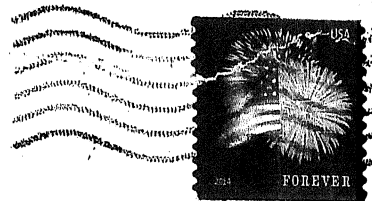
Sierra Park Water Company Inc.

P.O. Box 424

Miwuk Village, CA 95346

SACRAMENTO CA 957

08 MAY 2014 PM 1 L



Mary Jane Valentine

P.O. Box 7

Long Barn, CA 95335

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