

SIERRA PARK WATER COMPANY INC.

P. O. Box 424, Mi Wuk Village, CA 95346, (209) 533-7998

TO: Shareholders
FROM: Kirk Knudsen, SPWC, Inc. President
SUBJECT: 2020 Annual Meeting of Shareholders
DATE: May 5, 2021

Please review all enclosed information carefully.

This serves as the official notification that the 2021 SPWC, Inc. Annual Shareholder's Meeting will be held on May 30, 2021. This will be done via Zoom and 'live' at the Lodge. Since everyone's health and safety are of primary concern, we will/must comply with whatever Covid 19 guidelines are in effect at that time. For example as of now the lodge occupancy would be limited to 50% capacity or about 50 people, socially distanced. Social distancing would also be adhered to out side in front on the Lodge where the balance of attendees would have to be accommodated. If Tuolumne County moved into the "yellow" tier prior to the annual meeting, in person participants would have to provide proof of immunization or proof a negative COVID test. We are not comfortable with these parameters.

If you are unable or care not to participate in this meeting, just like last year we strongly urge you to fill out the enclosed Proxy Form and mail it back in the already stamped/addressed envelope. ACT FAST - proxies must be in the hands of the Secretary no later than May 27, 2021 in order to be sure to be counted.

MESSAGE FROM THE PRESIDENT:

I have served as the SPWC President since the inception of the company in 2013. It has been an honor to serve as your President over these past years. We have raised our children here in the Park and have incredible memories that we will always cherish. My family has decided that it is time for us to sell our cabin and explore new adventures. It is likely that I will not be a shareholder by the time of the Annual Meeting and Philip Barthman will facilitate the Annual Meeting in my place.

We have made significant progress since the inception of SPWC. We have become licensed by the California Public Utilities Commission, worked to achieve compliance with the California Division of Drinking Water, and built a strong shareholder base. I appreciate the support we have had from our shareholders. I have enjoyed having a stable board to move SPWC forward in meeting the challenges we have been presented with.


My departure is leaving an opening on the Board. We have three new candidates who have expressed interest in serving on the Board of Directors. SPWC is at a very crucial juncture as we must move forward with implementing the Manganese Water Treatment plant and we must get water meters installed. The current board recognizes that everyone, including us, want to keep our costs down. However, if we do not meet the mandates of the CPUC and the DDW we will begin to incur fines that will continued to be levied until the projects are completed. Time is of the essence and so the board member who is elected to join the board must be prepared to learn what is required from SPWC and meet those challenges. There is no time to waste.

I have had the opportunity to get to know the candidates, if only on a very surface level. The information I have observed has caused me to want to endorse a candidate. Bret Niess has

demonstrated a commitment to the good of our community. He has a background in finances and is employed as the Director of Business Resource Center at the University of California. Brad is capable of understanding the governmental demands SPWC is facing. He has demonstrated the ability to remain level headed during intense discussions which is needed to be successful on this board. I appreciate the other candidates that have expressed an interest in running for the Board and I do not question their intentions. However, it is my sincere hope that you will vote for Brad in the Annual Meeting Board of Director's elections in addition to reelecting the existing board members.

I want to wish all of you well and please know that the Sierra Park will always have a special place in my heart.

Respectfully,



Kirk Knudsen, SPWC President

Board positions for FY 2021/2022:

Enclosed is biographical information on the current board members and other shareholding property owners who have expressed an interest in serving on the SPWC Board for 2021/2022.

MEETING AGENDA:

12:00 - 1:00 Shareholder Log In to Zoom Meeting or register in-person at the Lodge prior to the meeting starting at 12:00.

1:00 Meeting will start

ASAP Quorum Confirmation Wanda Lenhardt, Secretary, Inspectors of Election
Welcome/Introductions Philip Barthman, Acting President

Director Reports:

- Vice President, Philip Barthman
- Secretary, Wanda Lenhardt
- Treasurer, Bill Ordwein
- Consultant, Mike Nessler
- Recap of the 2-27-21 Board Meeting Philip Barthman/Wanda Lenhardt

Questions / Answers All

Voting:

- 2020/2021 SPWC Annual Meetings Minutes Approval
- 2020/2021 Election of Directors

Any Other Matters

2:30 ADJOURN

Enclosures: 2020 SPWC, Inc. Annual Meeting Minutes
Bios of Prospective 2021/2022 SPWC Board Candidates
2020 Proxy Instructions and Proxy Form [MOST IMPORTANT]
Stamped Return Envelope
ZOOM Electronic Meeting Quick Start Guide

Sierra Park Water Company Inc.

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PROXY INFORMATION and PROXY for the 2021 Annual Meeting

Since this year's Annual Shareholder Meeting will be held again via Zoom, some procedures will be different from past in person meetings. The differences are outlined here.

Proxies are traditionally sent near the time of the meeting so that shareholders not able to attend can delegate their vote to a 'Proxy Holder' - either the current Board or to another shareholder. This is in accordance with the Sierra Park Water Company Bylaws. Herewith is your Official Proxy Document.

Shareholders can fill out their proxy ('vote it') and provide it to their designated Proxy Holder, or they can leave it up to the Proxy Holder to vote all or any unmarked votes on the proxy. Given the circumstances we face, we are strongly encouraging ALL shareholders to vote by proxy in order to facilitate the voting and tabulation process, EVEN IF you are planning on attending the Zoom meeting. You will just be voting in advance rather than during the meeting.

Even when the annual meeting is held in person the voting process takes considerable time. Utilizing Zoom, we are concerned that it could take much longer. By designating the Board as your Proxy Holder, and voting in advance (mailing it in), those votes can be tabulated ahead of the actual meeting. This will make the Zoom meeting flow more smoothly.

It will be possible to vote during the meeting if you wish. However, we cannot guarantee that your "live" vote will remain private, particularly if (1) you are participating only by phone or (2) you are voting the proxies of others.

All proxies received by the Sierra Park Water Company Board will be saved for a full year. They can be made available to the shareholders who submitted them in conjunction with the voting tallies that will be kept. Our goal is to make the voting process proceed as smoothly as possible.

As always, the Inspectors of Election will affirm the tallies of all votes taken. Ideally, the results of the votes will be reported prior to the end on the meeting. In the event they cannot be, they will be posted on the web site www.sierraparkwater.com as soon as practicable thereafter.

Virtual meetings pose challenges for participants and hosts alike. Because of those challenges the current Sierra Park Water Company Board requests that ALL share-

holders utilize your Proxy Form to help assure a smooth voting and tallying process.

PRIVACY:

Voting during annual meetings is typically done with some level of privacy. It is possible that real time voting done in the context of the virtual meeting would need to be done orally and in the presence of other shareholders.

Every effort to avoid oral voting is being made (by utilizing advance proxy voting,) but there can be no guarantees for privacy for those voting during the actual meeting, especially for participants who will use their phones to call in, without internet. Voting by proxy provides the more reliable way to vote within the privacy of our own home when you fill out the proxy and mail it in.

The Board is asking that all proxies not sent to the Sierra Park Water Company Board (but instead to another shareholder) be copied and that copy mailed to the Sierra Park Water Company. This will help with our recordkeeping, as in-person validation will not be possible within the context of the virtual meeting.

All Proxies, and copies of proxies sent to others, must be received by the Sierra Park Water Company no later than May 28th at 5:00 p.m.

Thank you,
Sierra Park Water Company Board of Directors

SIERRA PARK WATER COMPANY INC.

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2021 PROXY

I, _____ (print name), shareholder of property _____
_____ (print Park street address) in the I.O.O.F. Odd
Fellows Sierra Camp Subdivision (commonly referred to as Sierra Park) located in
Tuolumne County do hereby assign my proxy limited solely for the 2021 Annual
Shareholder meeting on May 30, 2021.

By signing this form I am authorizing either the (check) _____ SPWC BOARD* or
_____ (print shareholder's name)** to vote on my behalf in any matters
that arise during this meeting. If I have stipulated my voting preferences on this Proxy, my
vote will be cast in accordance with those wishes. If I do not indicate my wishes, the holder
of my proxy (Proxy Holder) will vote in accordance with their best judgment. If matters
arise in the meeting that have not been anticipated and therefore are not listed below, my
Proxy Holder will vote those matters in accordance with their best judgment.

I understand that I can rescind this proxy, in writing, up to the time of the shareholder
meeting it is designated for. I also understand it is my responsibility to ensure that the
SPWCs receives this written notice rescinding my proxy before the starting time of the
meeting. If the person I assign my proxy to is not a shareholder or a co-owner of a property
that is represented by a shareholder this proxy will be considered null and void.

*** Complete your proxy as you wish.**

Mail it to the Board in the addressed/stamped envelope.

You can also email the proxy to "message@sierraparkwater.com"

**** Please make a copy of your proxy you are giving to another shareholder
to vote. Mail that copy to the Board in the enclosed envelope. It is the
only way that we can have a written record of your vote. It will not be
counted twice.**

MAIL BY May 24 TO ASSURE TIMELY ARRIVAL.

2020 Annual Meeting Minutes Approval: cast you votes with a check mark

I vote to accept _____, reject _____ the minutes from the SPWC Annual Meeting that
occurred in October 18, 2020

I _____ abstain from voting for or against accepting the SPWC Annual Meeting minutes.

OVER

2021/2022 SPWC Board of Directors:

I am voting for up to 5 of the prospective Board Members listed below. If you vote for more than 5, this portion of the proxy will be invalidated, and none of your board member votes will be counted. Please read the candidate's statements before voting.

Check No More Than 5 Boxes:

Ashlee Cowan (Incumbent)

Brad Niess

Philip Barthmann (Incumbent)

Mark Myers

William Ordwein (Incumbent)

William Martin

Wanda Lenhardt (Incumbent)

(Board Candidates are listed in the order they expressed interest in running for the board.)

Proxy Identifying number (different than Stock #)

433 #434

Charles P. Varvayanis
Print Shareholder's Name

Shareholder's Signature

Date

*You have 2 votes
for this proxy.*

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Hello,

The SPWC Board is preparing for the SPWC 2021 Annual Meeting. There are 5 Board positions and we have 8 candidates. We feel it would be beneficial to our shareholders to know a little about each candidate prior to casting your votes so we have asked the same questions of all candidates and created a summary of their responses listed below. Please take just a few minutes and read through each candidates' statements prior to voting your Proxy or through ZOOM at the 2020 Annual Meeting.

Thanks
Wanda

Hello, my name is Philip Barthman, (Current SPWC VP)

I am a former Electrician and Building Inspector. I am currently a consultant specializing in the feasibility and planning of multi-family construction and unit addition. I am also an adjunct Professor at Laney College in Oakland.

I have been a property owner here in Sierra Park for over ten years, but my family has owned the property since the 1960's. We use our cabin for vacations and weekend holidays.

I have been serving on the water board for several years in the capacity of Vice President. During my tenure the board has worked successfully to get through the legal challenges the water company was subjected to and brought the company in line with many State of California regulations.

My goals moving forward are to get the water system into compliance at the lowest cost possible for our shareholders and users while working successfully with state regulators to keep the company out of trouble and incurring fines that all of our water users will be responsible for paying.

I feel that it is important that the board is transparent, answers questions in a timely manner and works to dispel the misinformation and false rumors that are being spread in the park.

The board and I are currently working to get the engineering and property requirements for the water treatment plant through the planning stages and ready for construction. We are also working toward securing low interest construction financing that should reduce our bills in the next few years.

I am happy to add my building and management skills to our water company for the betterment of the park.

Philip Barthman

Bill Ordwein (Current SPWC Treasure)

Retired Director for international software companies

Owned property in the park for over 45 years and full-time resident for over 11 years

Been on park Board of Directors for over 10 years and have served on the SPWC Board since the beginning of the company. I was instrumental in our initial applications with the CPUC and have worked with them to insure we remain in compliance with their requirements. I have written the Tariffs' that govern our functions within the CPUC and have been the treasure of the SPWC since it began in 2013. I have written the rate cases and at one time was volunteering between 20 and 40 hours a week to this position. I have trained our water consultant, Lael Potter, who now works as our liaison with the CPUC.

My work history involves working for over 14 years for companies making valves and regulators. I was part of their management/administrative team and was rewarded by them for continually thinking of solutions to complicated issues facing the company. I have a BS and MS degrees from University of San Francisco.

I bring a vast and intricate knowledge of our water system to the Board. I understand the relationship between the CPUC and SPWC and I know how to ensure we meet our obligations to this entity. I am very committed to seeing through the current projects we have been mandated to complete. If we fail to move forward with these projects we risk losing control of our water system. I am committed to finding and implementing low cost solutions to our water systems while remaining in compliance with the complicated rules and instructions from the CPUC and the State Water Board.

Hi, I'm Ashlee Cowan (Current SPWC Board Member at Large)

I'm married with two teenagers, and we have been homeowners in Sierra Park for 4 years. My professional background is in Information Technology (IT). I am currently a stay-at-home Mom and enjoy raising my family.

I joined the Water Board to contribute in making responsible decisions to keep our water safe, clean and fiscally feasible. My family and I love the Park. I've enjoyed working as a Director at Large with the current Board members the past two years and have learned a great deal about our water delivery system. Our aquifer and water system are one the Parks most valuable assets. It has provided for us even during drought years. By having our own water system we have the ability to self-govern our water provision. We NEVER want to give that up.

As most of you know we have challenges ahead of us as we have to meet state demands in providing a Manganese Treatment Plant and Water Meters. We are now on a strict timeline that must be met or we will be fined by the state. These are large projects that do not move quickly. Kirk Knudsen is leaving us and so it is more important than ever that the remainder of the Board remain on the board to avoid delays in meeting that timeline.

As a stay-at-home Mom I have time to contribute to special projects and tasks that need to be completed. I bring the knowledge I have gained about our unique system and the state demands that other new candidates are not likely to know. I have a love for the Park and a desire to make the Park a

better place for my children and in time my grandchildren. A self-governed water system with safe drinking water is critical to making that vision happen.

I want to continue to serve on the board because I can provide continuity in the year to come. I am committed to seeing our current projects through and I am asking for your vote which will allow me to do so.

Thank you for your consideration!

Ashlee Cowan

Wanda Lenhardt – SPWC Secretary

Hello, My family has been in Sierra Park for a very long time and I have a deep commitment to the Park. I have been a secretary for the SPWC Board since the inception of the company. I do not reside in the Park. My duties involve tracking property transfers, address changes, email and phone number changes. I serve as the OFSRA secretary as well which works well because it allows both companies to have the same updated information about these changes as they occur. I also facilitate stock sales, return phone calls, send Boil Water notices when our water lines become compromised, and I create and respond to correspondences.

As most of you know we are in the middle of trying to meet the mandates of the CPUC and the California Department of Drinking Water(DDW). We have been given strict time frames to complete the installation of the Manganese Filtration Plant and to install Water Meters. It is imperative that we work diligently to move these projects forward as there is a lot of red tape that takes time. If we fail to meet those time frames we will be charged fines on a daily basis until the project is completed. I would like to remain on the board another year to support these projects moving forward in the most expeditious way possible.

The board has spent a great deal of time looking into ways of reducing the costs of the Manganese Filtration System. In the end we have learned that there are costs we can't avoid or reduce. We just have to move forward. I am committed to cutting costs where we can and when we can't I'm committed to looking at other avenues to keep our costs down. We have been looking into funding sources that will spread the expense of our projects over a long period of time at very low interest rates.

My goals for the Board in the next year are to cooperate with the CPUC and the DDW mandates. We need to work with our consultants to remove any barriers to the progress that needs to be made. There is a lot of work that needs to be done. We will have a new president this year and at least one new Board member. I want to support our new President as he or she provides the leadership we need. I also want to ensure any new Board members learn about our project requirements and get up to speed quickly. We are at a critical junction with no time to waste.

My other major goal is to do a better job communicating with our community. We have worked diligently but we have not done a good job sharing our efforts with the community. That needs to change. I think as our community understands what we are working on they will understand where their money is going they will be more comfortable with the process. Open Board meetings and Townhall meetings will assist us in meeting that goal.

I am a Social Worker and have a Master's of Social Work (MSW). I work for San Joaquin County coordinating a Child Advocacy Center there. I enjoy working with people and have especially enjoyed the connections I have made with people in the Park while fulfilling my duties as secretary. We have so many good people in our community.

I bring the corporate history of the past nine years to serving on the board. One of the strengths of your current Board of Directors is that there has not been infighting or friction within the Board. We have had differing opinions and discuss those opinions until decisions can be made that everyone is comfortable with. I want to see that continue. The existing board brings a strong commitment to ensuring our Water Company continues to be successful. We never want to lose control of our greatest resource. Water continues to become a valuable resource in California. We don't want to lose control of it. I believe that reelecting the current Board is the best way to make that happen at this point in time.

Wanda Lenhardt

Brad Niess – SPWC Board Candidate

Hello, my name is Brad Niess. We purchased our place on Rebekah Rd six years ago. We are *almost* full-time residents in the park.

I want to serve on the Board to add a fresh set of eyes on how the water company is run. I also think it is important to be involved in your community and this is one way I can be involved.

My goals for the Board are to ensure financial transparency, increased community communications, and an increase of community member confidence in the water company. As an *almost* full-time resident, I have heard from many in the community that are unsure of why things are being done, how things are done, and why it costs so much. As a board member, I want to make sure everyone is informed and the company is running at the lowest cost to owners.

I am currently the Director of the Business Resource Center at the University of California, Office of the President. I have 22 years of policy & procedure compliance, purchasing, financial services (payments & reporting), and 13 years of managerial experience.

Brad Niess

Mark Meyers – SPWC Board Candidate

Hello, my name is Mark Meyers. Being a part of the Park for the last 4 ½ years has been amazing. I don't live in the Park full time but I am here about 50% of the time. I am currently on the evacuation committee and like to work with local, county and state agencies.

I want to help get a handle on what we need to do to take care of all of our residents, water is a primary necessity to all of us. It would be good to look at our solutions to our water quality. I feel it is imperative to present our solutions to the residents.

One of my goals for the Board is to improve the quality of life and to have open transparent communication.

With a passion to help people and to be part of a good cause. I am a dynamic and results-driven facilities management professional with 20+ years' experience. My proven track record to problem solve issues with minimal supervision. Ability to think outside the box. Demonstrate an understanding and application of facilities management approaches for directing work, motivation, performance management and creating positive outcomes. Expertise to develop and plan goal-driven, team-spirited approaches via clear and effective communication. Effective at promoting a culture of teamwork, accountability, and achievement of team results. Recognized for providing positive, outstanding leadership. Performing fire and disaster drills for OSHA and CDPH compliance and training staff. Experience in construction management, engineering, architecture, and risk management. Expertise in ADA code compliance for construction standards, repair/maintenance for interior/exterior projects.

Mark Myers

William Martin – SPWC Board Candidate

Hello my name is William Martin. I purchased the old caretaker's cabin on David Drive in 2017 and have been steadily returning to spend weekends and holidays there renovating it with my partner. I spend at least a couple weekends and a month in the park, enjoying both the forest and my neighbors. I would like to serve on the water board so that I can champion what both the customers and shareholders feel needs to be done. I feel the last board was not forthcoming or communicative with the community and made a lot of decisions behind closed doors, and that created a lot of confusion. I also feel there was no financial oversight or accountability and that has led to increases in water bills unnecessarily. In my short time at the park I have helped dig trenches to install the new internet system, and taken possession of the old foot bridge that was slated for destruction. The first I did to help lay the foundation for the park to have access to high speed internet, the second I did because it made more sense for me to repurpose the wood, than have the park pay ten or more thousand dollars to have a bridge removed. Hard work and creative solutions are what we need, and that is what I am prepared to do.

I bring decades of experience in several industries, have owned two small businesses, and manage all my own finances. I am an Eagle Scout and would like to bring those values of truth, communication, and dedication to the board. My immediate goals for the Water Company for 2021-2022 are to: 1) Assess the current state of finances, reduce any unnecessary spending. 2) Survey both the customer and shareholders and determine what our priorities are - the board is there to serve them, we need to know what they want us to do. 3) Reduce the monthly water bill 4) Build up the balance sheet

If elected to the Sierra Park Water Company board, I would like to serve the community by ensuring we have access to quality water at an affordable price as well as a functioning fire response system. To do this, I propose a two-pronged approach: first assess and cut extraneous costs from the current budget to bring the annual expenses in line, and second to gather from both the customer and shareholders what goals they would like to set for the board and have the board work towards those goals.

William Martin

Quick Start Guide to Prepare for OFSRA Annual Meeting May 30th 2021

Please read in advance of Meeting

1) For those unfamiliar with Zoom, it is free for users, and it is not necessary to have an account to register for this meeting. We recommend that you start at: www.zoom.us/test

This link will guide you through downloading the app, familiarizing yourself with the various elements of the Zoom Interface, and let you participate in a test meeting. In the test meeting, find the buttons that enable you to turn your audio and video on and off, as well as the "Participants" button, which allows you to virtually raise your hand. We recommend you do this well in advance.

2) Here is the link to pre-register for the Annual Meeting: <http://bit.ly/OFSRAMay30reg>. The cut-off for pre-registration is Friday May 28th at 5PM.

Note: Even if you are planning on attending the meeting with a phone connection, you MUST pre-register. If you do not have internet access, please ask a friend or relative to help you register online, or call 831-320-0148 and we will help you with this step. If you are not pre-registered and approved, you will not be able to enter the meeting.

Once you're approved, you'll receive a second link with the log in information and password for the Annual Meeting. You must log in with the same name and email address that you used on the registration form. If you are attending by phone, you must be using the same phone number that you used to register.

3) The morning of the Annual Meeting, please check in early. Just as our sign-in desk would get crowded close to the start of our in-person meetings, we don't want the sign-in process to get backed up before our virtual meeting. You can sign in starting 90 minutes before the meeting starts. Once you log in, you'll enter the Waiting Room, and when our volunteers have validated your credentials, they'll let you into the Meeting Room. If you have trouble signing in, please call one of our help lines:

Help Line 1: 415-225-8058 **Help Line 2:** 831-320-0148

4) During the meeting, audio will be muted by the host. With a meeting of this size, we need to keep distractions to a minimum. For that reason, the chat feature will be also disabled. If time permits, we will have a Q&A session at the end of the meeting. We are not trying to limit participation or feedback, just dealing with the restrictions of a virtual meeting with a large number of attendees.

To keep this meeting flowing smoothly, we encourage you to vote in advance using the proxy method that has been developed, and mail those proxies either to the Inspector of Elections, or a trusted shareholder. That way we can count those votes in advance, and this will greatly reduce the time needed for those that didn't mail in a proxy to vote during the meeting. It will also ensure more privacy. Voting for the remaining shareholders will be conducted by using the polling feature on Zoom - and these results will be recorded. Voting by proxy gives you the opportunity to vote early, and give us additional time to count them. You will still be voting your wishes, they will just be tabulated by the Inspector of Elections in advance to save time.

5) If you haven't voted early by mailing or emailing in your proxy, (to the Election Inspector at P. O. Box 293, Mi Wuk Village, CA 95346 or for email message@sierraparkservices.com) you have given your proxy to another shareholder for voting without sending a confirmation copy to the board, or if you are planning on attending the meeting with a phone connection, **we may need to ask for your votes verbally during the meeting. Your privacy cannot be guaranteed.**

6) Our goal is to have everyone as prepared as possible for this meeting, and we're here to help. If you need help registering for the meeting, or if you have other questions in advance of the meeting, please call 831-320-0148. If you need assistance the day of the meeting, from 8 AM - 11 AM, please call any of these numbers: 415-225-8058 or 831-320-0148. If you get voicemail, please leave your phone number and someone will get back to you.

Additionally, there are many online resources to help you learn more about attending a Zoom meeting. Search YouTube, Google or the Zoom website for more information. We realize that this is a new experience for many of us, and the Board has done their best to ensure that the meeting flows as smoothly as possible. We ask for your patience and understanding. **Thank you, and we look forward to "seeing" you on May 30th!**

P.O. Box 424
MiWuk Village CA 95346



FOREVER / USA

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