



Natomas  
Mutual Water Company

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2601 W. Elkhorn Blvd.  
Rio Linda, CA 95673  
Office 916 419 5936  
Fax 916- 419 8691

January 24, 2018

To All Shareholders

SUBJECT: **ANNUAL MEETING FEBRUARY 12, 2019**

Dear Shareholder,

Enclosed is your shareholder voting packet for the Annual Shareholder Meeting scheduled for **Tuesday, February 12, 2019, at 10:00 a.m.** The meeting will be held at:

**Four Points by Sheraton  
4900 Duckhorn Drive,  
Sacramento, California, 95834**

Included in your packet is a proxy form showing the number of shares which you own in the Company. Please fill out the proxy and return it to the office as soon as possible. You may hand deliver your votes at the meeting, but if your attendance is uncertain, we urge you to respond by mail or email as soon as possible. A stamped, self-addressed envelope is included for your convenience.

Under separate cover, you will be receiving an Agenda and the Meeting Minutes from 2018. The meeting agenda will include election of the Board, the annual financial audit report, and a report on upcoming issues.

We look forward to your attendance and participation.

Very truly yours,  
NATOMAS CENTRAL MUTUAL WATER COMPANY

Amanda Wolken  
Office Manager



**NATOMAS CENTRAL MUTUAL WATER COMPANY  
PROXY STATEMENT  
(Board of Directors)**

**INFORMATION CONCERNING SOLICITATION AND VOTING**

The enclosed proxy is solicited on behalf of the Board of Directors of Natomas Central Mutual Water Company (the "Company") for use at the Annual meeting of Shareholders to be held on Tuesday, February 12, 2019, and at any and all adjournments of this meeting. The Annual meeting will commence at 10:00 a.m. and will be held at **Four Points by Sheraton, 4900 Duckhorn Drive, Sacramento, California, 95834.**

This proxy statement and the accompanying proxy will be mailed to all shareholders entitled to vote at the meeting. Each shareholder will be entitled to one vote for each whole share held.

**NOMINATION AND ELECTION OF DIRECTORS**

Members of the Board of Directors of the Company are nominated and elected every year at the Annual Meeting. Persons elected to the Board of Directors hold office until the next Annual Meeting or until their successors are elected and qualified. The Bylaws of the Company provide that the Board of Directors shall consist of seven (7) members.

Shares represented by executed proxies will be voted, unless authority to do so is withheld, as the Board of Directors' believes is in the best interest of the Company. If there is a proper request by any shareholder for a cumulative election of directors, the proxy holder shall vote the proxy for the persons and in the amounts that the proxy holder believes would be in the best interest of the Company. In the event of a cumulative vote the proxy holder is not required to vote the shares that are the subject of the proxy equally for all, or any portion of, the nominees. Unless otherwise specifically designated, the proxy holder has the authority to vote the shares for all, or less than all, of the nominees in such amounts as the proxy holder believes is in the best interest of the Company.

**NOMINEES**

Management recommends that shareholders grant the current Board of Directors authority to select from the nominees listed on the Proxy.

**OTHER MATTERS**

The annual minutes, sent under separate cover, are required to be approved by the shareholders. Other than approval of the 2018 Annual Shareholder Meeting Minutes and the election of directors identified above, the Board of Directors does not know of any other voting matters which may come before the meeting. If any other matters are properly presented to the meeting, it is the intention of the persons named in the accompanying proxy to vote, or otherwise to act, in accordance with their best judgment on such matters.

By order of the Board of Directors,

January 24, 2019

Brett Gray  
General Manager

**NATOMAS CENTRAL MUTUAL WATER COMPANY**

**PROXY**

(Board of Directors)

The undersigned hereby appoints the Board of Directors of Natomas Central Mutual Water Company (the "Company"), or other party designated below, as the proxy of the undersigned, with power of substitution, to vote all shares of capital stock of the Company, which the undersigned is entitled to vote at the Annual Meeting of Shareholders of the Company and at any adjournments of this Annual Meeting. The Annual Meeting of Shareholders is to be held on February 12, 2019, at 10:00 a.m. at **Four Points by Sheraton, 4900 Duckhorn Drive, Sacramento, California, 95834**. A vote of the undersigned's shares will have the same force and effect as if the undersigned were present at the Annual Meeting and voted personally upon such business as may properly come before the meeting, including the following items:

**PROPOSAL 1. Election of Directors.**

Please check **one** of the following three options:

A. To vote to give the Board of Directors authority to select from the nominees listed on the back of this page. A

B. To vote to give designated proxy holder, (insert name) \_\_\_\_\_, the authority to select from the nominees listed on the back of this page.

B

C. If you have **not** checked Box A or Box B, please check Box C and check a minimum of one and a maximum of seven of the listed nominees on the back to receive your votes with the number of shares for each in the space provided.

C

By executing this proxy, the shareholder authorizes its proxy holder to cast their vote as to any other matters properly presented to the meeting or otherwise to act, in accordance with their best judgment on such matters. **PLEASE SIGN BOTH FRONT AND BACK OF THIS FORM**

**The undersigned acknowledges receipt of the Notice of Annual Meeting of Shareholder to be held on February 13, 2018 and a Proxy Statement for the Annual Meeting.**

DATE: \_\_\_\_\_, 2019

The Natomas Basin Conservancy  
2150 River Plaza Drive Ste 460  
Sacramento, CA 95833  
Consolidated Account Sh 3396

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Printed Name)

\_\_\_\_\_  
(Total Number of Shares Owned)

(Please see reverse side for completion)

## BALLOT

*(Only **proxy holders, if Box "B" is selected, and shareholders, if Box "C" is selected, should fill out the following**)*

	<u>Number of Shares</u>	
<u>Nominee Name</u>	<u>Per Nominee</u>	(x7) Cumulative
<input type="checkbox"/> Dan Spangler, incumbent	_____	_____
<input type="checkbox"/> Jim Sopwith, incumbent	_____	_____
<input type="checkbox"/> Tom Ramos, incumbent	_____	_____
<input type="checkbox"/> Rod Rosa, incumbent	_____	_____
<input type="checkbox"/> Matt Lauppe, incumbent	_____	_____
<input type="checkbox"/> John Penning, incumbent	_____	_____
<input type="checkbox"/> Troy Givans, incumbent	_____	_____
<b>TOTAL NUMBER OF SHARES</b>	_____	_____

OFFICE USE ONLY

**PLEASE NOTE:** The total number of shares specified in this option must equal the total number of shares held by you as reflected in the records of the Company. If the total number of shares specified in this option does not match the number of shares reflected in the Company's records, **this Proxy will be deemed void and will not be voted** at the Annual Meeting of shareholders, or at any adjournment of this meeting.

This proxy is solicited on behalf of the Board of Directors. In the event this proxy is submitted with no nominees selected, the Board of Directors will vote the appropriate shares at its discretion. For any other business that may properly come before the meeting, the proxy holder shall vote the proxy in its discretion.

### ALL BALLOTS MUST BE SIGNED

Printed Name of Proxy Holder: \_\_\_\_\_

Printed Name(s) of Holder of Record: \_\_\_\_\_

Signature of Shareholder or Proxy Holder: \_\_\_\_\_

**NATOMAS CENTRAL MUTUAL WATER COMPANY**  
 2601 W. ELKHORN BLVD., RIO LINDA, CA 95673  
 916-419-5936 (OFFICE) ▪ 916-419-8691 (FAX) ▪ [staff@natomaswater.com](mailto:staff@natomaswater.com)

(Please see reverse side for completion)