

PENNICHUCK CORPORATION

AUDIT, FINANCE AND RISK COMMITTEE
MINUTES OF JUNE 22, 2015 MEETING

A meeting of the Audit, Finance and Risk Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Monday, June 22, 2015 at 4:30 p.m. at the Company’s offices at 25 Manchester Street, Merrimack, New Hampshire.

The following persons were in attendance for the meeting:

Committee Members: James P. Dore, Chairman
 Paul A. Indeglia
 John D. McGrath
 James McMahan

Pennichuck Corporation: Thomas J. Leonard, Chairman of the Board
 John L. Patenaude, Chief Executive Officer
 Donald L. Ware, Chief Operating Officer
 Larry D. Goodhue, Chief Financial Officer
 Suzanne L. Ansara, Corporate Secretary
 George Torres, Accounting Manager
 Carol Ann Howe, Director of Regulatory Affairs,
 Treasury and Business Services

Written materials relating to items listed in the Agenda were provided to the Committee members for their review prior to the meeting.

Election of Chairman

On motion duly made by P. Indeglia and seconded by J. McGrath, all of the Committee members then voting, it was unanimously

Resolved: that James P. Dore is hereby elected Chairman of the Audit, Finance and Risk Committee.

Approval of Minutes

The Chairman inquired whether there were any comments with respect to the draft minutes of the March 24, 2015 Committee meeting. There being none, on motion duly made by P. Indeglia and seconded by J. McMahan, all of the Committee members then voting, it was unanimously

Resolved: that the minutes of the March 24, 2015 meeting of the Audit, Finance and Risk Committee are hereby approved.

Internal Controls

There was a discussion regarding the 2015 Internal Control Testing Timeline for Financial Controls, a copy of which was provided to the Committee members in the written materials. C. Howe discussed the four core structures for non-IT internal control testing: annual risk assessment, matrix of entity wide controls, business process narratives and risk control matrix. She indicated that each of the core structures will be updated to comply with COSO, and reviewed the timing for the completion of each.

The 2015 internal control testing timeline for IT controls was discussed. It was decided to delay the testing of the IT controls until the completion of the DPaC/asset management/GPS project.

Move to Non-Public Session

P. Indeglia moved that the Committee enter into non-public session to discuss the acquisition, sale or lease of real or personal property or services pursuant to RSA 91-A:3, II(d). J. McGrath seconded the motion.

A roll call of the Committee Members was taken, which resulted as follows:

Yea: J. Dore, P. Indeglia, J. McGrath, J. McMahan

Nay:

Motion was carried to enter into non-public session at 4:55 p.m.

Reconvene in Public Session

The non-public session ended at 5:11 p.m. and the Committee reconvened in public session.

J. McGrath moved that the Committee seal the minutes of the non-public session under RSA 91-A:3, II(d). P. Indeglia seconded the motion. A roll call of the Committee Members was taken, which resulted as follows:

Yea: J. Dore, P. Indeglia, J. McGrath, J. McMahan

Nay:

Motion was carried to seal the minutes of the non-public session.

There was a brief discussion relating to the 2015 financing plan.

There being no further business to come before the Committee, the Chairman adjourned the meeting at 5:18 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary