

PENNICHUCK WATER WORKS, INC.

BOARD OF DIRECTORS  
MINUTES OF MAY 29, 2015 ANNUAL MEETING

The Annual Meeting of the Board of Directors of Pennichuck Water Works, Inc. (the “Company”) was held on Friday, May 29, 2015 at 8:02 a.m. at the Company’s offices at 25 Manchester Street, Merrimack, New Hampshire.

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

The following Directors were present, constituting a quorum:

Thomas J. Leonard, Chairman  
David P. Bernier  
C. George Bower  
James P. Dore  
Stephen D. Genest  
Paul A. Indeglia  
Jay N. Lustig  
John D. McGrath  
James McMahan  
Preston J. Stanley, Jr.

Also attending the meeting from the Company were:

John L. Patenaude, Chief Executive Officer  
Donald L. Ware, Chief Operating Officer  
Larry D. Goodhue, Chief Financial Officer  
Suzanne L. Ansara, Corporate Secretary

S. Ansara recorded the minutes of the meeting.

Election of Chairman

The Chairman stated that the Board should consider the election of a Chairman of the Board for the ensuing year. On motion duly made by J. McGrath and seconded by D. Bernier, all of the Directors then voting, it was unanimously

Resolved: that Thomas J. Leonard is hereby elected Chairman of the Board of Directors.

Approval of Minutes

The Chairman inquired whether there were any comments with respect to the draft minutes of the April 24, 2015 Board meeting and April 24, 2015 Non-Public Session. There being none, on motion duly made by S. Genest and seconded by P. Stanley, all of the Directors then voting, it was unanimously

Resolved: that the minutes of the April 24, 2015 meeting of the Board of Directors are hereby approved.

Resolved: that the minutes of the April 24, 2015 non-public session of the Board of Directors are hereby approved.

Election of Officers

The Chairman stated that the Board should consider the election of Officers for the ensuing year. He referred the Board to the draft resolution set forth in the Agenda. On motion duly made by J. McGrath and seconded by S. Genest, all of the Directors then voting, it was unanimously

Resolved: that each of the following individuals are hereby elected to the offices of the Corporation set forth below opposite their names, to serve in accordance with the By-Laws of the Corporation and at the discretion of the Board of Directors:

<u>Name</u>	<u>Title</u>
John L. Patenaude	Chief Executive Officer and President
Donald L. Ware	Chief Operating Officer and Executive Vice President
Larry D. Goodhue	Chief Financial Officer, Treasurer and Controller
Suzanne L. Ansara	Corporate Secretary

There being no further business to come before the Board, the meeting was adjourned at 8:04 a.m.

/s/ Suzanne L. Ansara  
Suzanne L. Ansara  
Corporate Secretary