

PENNICHUCK CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF NOVEMBER 1, 2016 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Tuesday, November 1, 2016 at 8:15 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 Committee members for their review prior to the meeting.

The following persons were in attendance for all or a portion of the meeting:

Committee Members: Paul A. Indeglia, Chairman
Elizabeth A. Dunn
Stephen D. Genest
Thomas J. Leonard
Preston J. Stanley, Jr.

Pennichuck Corporation: C. George Bower, Director
James P. Dore, Director (telephonically)
Suzanne L. Ansara, Corporate Secretary

S. Ansara recorded the minutes of the meeting.

Approval of Minutes

The Chairman inquired whether there were any comments with respect to the draft minutes of the October 25, 2016 Committee meeting. There being none, on motion duly made by E. Dunn and seconded by P. Stanley, all of the Committee Members then voting, it was unanimously

Resolved: that the minutes of the October 25, 2016 meeting of the Nominating and Governance Committee are hereby approved.

Move to Non-Public Session

E. Dunn moved that the Committee enter into non-public session to discuss a matter, which if discussed in public, would likely affect adversely the reputation of a person, pursuant to RSA 91-A:3, II(c). P. Stanley seconded the motion.

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

Yea: E. Dunn, S. Genest, P. Indeglia, T. Leonard, P. Stanley
Nay:

Motion was carried to enter into non-public session at 8:20 a.m.

Reconvene in Public Session

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

S. Genest and G. Bower, who left the meeting during the non-public session, were not present.

T. Leonard moved that the Committee seal the minutes of the non-public session under RSA 91-A:3, II(c). P. Stanley seconded the motion. A roll call of the Committee members was taken, which resulted as follows:

Yea: E. Dunn, P. Indeglia, T. Leonard, P. Stanley

Nay:

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

There being no further business to come before the Committee, the Chairman adjourned the meeting at 11:13 a.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary