

PENNICHUCK CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF AUGUST 26, 2016 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Friday, August 26, 2016 at 11:09 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 the meeting:

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

Pennichuck Corporation: David P. Bernier, Director
C. George Bower, Director (telephonically)
James P. Dore, Director
Jay N. Lustig, Director
John D. McGrath, Director
Larry D. Goodhue, Chief Executive Officer
Suzanne L. Ansara, Corporate Secretary

S. Ansara recorded the minutes of the meeting.

P. Indeglia stated the reason that he was unable to attend the meeting in person, indicated that he was alone and able to hear the proceedings.

Approval of Minutes

The Chairman inquired whether there were any comments with respect to the draft minutes of the June 28, 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 June 28, 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). T. Leonard 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 11:10 a.m.

Reconvene in Public Session

The non-public session ended at 12:17 p.m. and the Committee reconvened in public session.

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, S. Genest, P. Indeglia, T. Leonard, P. Stanley
Nay:

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

S. Genest moved that the Committee unseal the minutes of the Committee's June 28, 2016 non-public session. P. Stanley seconded the motion. All of the Committee members then voting, it was unanimously

Resolved: that the sealed minutes of the Committee's June 28, 2016 non-public session be unsealed.

On motion duly made by E. Dunn and seconded by T. Leonard, all of the Committee members then voting, it was unanimously

Resolved: to place an advertisement in the local newspapers to recruit a new Board member, who must be a resident of the City of Nashua in accordance with the Company's By-laws.

There being no further business to come before the Committee, the Chairman adjourned the meeting at 12:23 p.m.

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