

PENNICHUCK CORPORATION  
NOMINATING AND GOVERNANCE COMMITTEE  
MINUTES OF OCTOBER 6, 2016 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Thursday, October 6, 2016 at 8:05 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  
                                  Elizabeth A. Dunn  
                                  Stephen D. Genest  
                                  Thomas J. Leonard  
                                  Preston J. Stanley, Jr.

Pennichuck Corporation: 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 August 26, 2016 Committee meeting. There being none, on motion duly made by S. Genest and seconded by E. Dunn, all of the Committee Members then voting, it was unanimously

Resolved: that the minutes of the August 26, 2016 meeting of the Nominating and Governance Committee are hereby approved.

Review of Committee Charter

There was a review of the Committee’s charter. After a brief discussion, the Committee agreed that the Charter was adequate for its purposes and no changes were necessary.

Revised Timeline

The Committee discussed the revised timeline for the director nomination process. T. Leonard indicated that there was a possibility that the Committee could fill an additional seat on the Board (in addition to the vacancy caused by Jim McMahon’s resignation) which could affect the timeline.

### Incumbent Directors

The Chairman indicated that the three incumbent directors whose terms will expire in 2017 are himself, E. Dunn and J. Dore. They each expressed their willingness to stand for reelection to the Board in 2017.

### Annual Evaluation of the Board and Committees

The Committee reviewed and revised the draft form of Annual Evaluation of the Board and Board Committees. The Evaluation form is used to obtain comments and suggestions from Board members on the Board's performance as a group and the performance of the Board's Committees in order to enhance the Board's overall effectiveness. S. Ansara will send out the Evaluation form to each Director to be completed and returned by October 31. An hour will be set aside at the December 16 Board meeting to discuss the results of the Evaluation.

### Move to Non-Public Session

T. Leonard 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). S. Genest 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 8:23 a.m.

### Reconvene in Public Session

The non-public session ended at 9:49 a.m. and the Committee reconvened in public session.

J. Dore, who left during the non-public session, was not present.

S. Genest moved that the Committee seal the minutes of the non-public session under 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 seal the minutes of the non-public session.

There being no further business to come before the Committee, the Chairman adjourned the meeting at 9:50 a.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara  
Corporate Secretary