

PENNICHUCK EAST UTILITY, INC.

BOARD OF DIRECTORS
MINUTES OF JUNE 24, 2016 MEETING

A meeting of the Board of Directors of Pennichuck East Utility, Inc. (the “Company”) was held on Friday, June 24, 2016 at 9:40 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
Elizabeth A. Dunn
Stephen D. Genest
Paul A. Indeglia
Jay N. Lustig
John D. McGrath
Preston J. Stanley, Jr.

Also attending the meeting from the Company were:

Larry D. Goodhue, Chief Executive Officer
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 May 26, 2016 annual meeting of the Board of Directors. There being none, on motion duly made by E. Dunn and seconded by D. Bernier, all of the Directors then voting, it was unanimously

Resolved: that the minutes of the May 26, 2016 annual meeting of the Board of Directors are hereby approved.

CoBank Loan

L. Goodhue reported that the closing on the CoBank loan occurred on June 16, 2016 and referred the Board to the draft resolutions set forth in the Agenda. He indicated that CoBank is required to have a master agreement for cash management and transaction services in place in the event that the Company elects to use CoBank's electronic banking system. He indicated that the Company is under no obligation to do so.

On motion duly made by D. Bernier and seconded by P. Indeglia, all of the Directors then voting, the following resolutions were unanimously approved:

WHEREAS, Pennichuck East Utility, Inc. ("Borrower"), under its articles of incorporation, bylaws, or other organizational documents has full power and authority to borrow money and to secure the same with its own property and property delivered to it for marketing or otherwise;

WHEREAS, all prerequisite acts and proceedings preliminary to the adoption of these Resolutions have been taken and done in due and proper form, time and manner;

WHEREAS, the Borrower jointly and severally authorized and empowered the Chief Executive Officer, the Chief Operating Officer, and the Assistant Treasurer ("Officers") of the Borrower to obtain for and on behalf of the Borrower from time to time, from CoBank, ACB ("CoBank"), a loan or loans or other financial accommodations (including, without limitation, letters of credit, note purchase agreements and bankers acceptances) (collectively, a "Loan") under resolutions adopted on January 22, 2016 ("January Resolutions");

WHEREAS, the Borrower and CoBank closed the Loan transaction on June 16, 2016;

WHEREAS, the Borrower jointly and severally authorized and directed the Officers to do and/or cause to be done, from time to time, all things which may be necessary and/or proper for the carrying out of the terms of the January Resolutions, including the execution and delivery to CoBank of an Electronic Commerce Master Service Agreement; and

WHEREAS, the Borrower desires to confirm and ratify such authorization and direction;

NOW, THEREFORE, BE IT RESOLVED, that the Officers of the Borrower are jointly and severally authorized and directed to execute and deliver to CoBank an Electronic Commerce Master Service Agreement, a separate Service Agreement for each different service requested by the Borrower, and such other agreements, addenda, documents or instruments as may be required by CoBank in the event that the Borrower elects to use CoBank's electronic banking system.

RESOLVED FURTHER, That each of the Officers are hereby jointly and severally authorized and directed to do and/or cause to be done, from time to time, all things which may be necessary and/or proper for the carrying out of the terms of these Resolutions.

RESOLVED FURTHER, That all prior acts by the Officers or other employees or agents of the Borrower to accomplish the purposes of the January Resolutions or these Resolutions are hereby approved and ratified.

RESOLVED FURTHER, That these Resolutions shall remain in full force and effect until a certified copy of a duly adopted resolution effecting a revocation or amendment, as the case may be, shall have been received by CoBank. The authority hereby granted shall apply with equal force and effect to the successors in office of the Officers herein named.

RESOLVED FURTHER, That the Secretary or any Assistant Secretary of the Borrower is hereby authorized and directed to certify to CoBank a copy of these Resolutions, the names and specimen signatures of the present Officers above referred to, and if and when any change is made in the personnel of any said Officers, the fact of such change and the name and specimen signatures of the new Officers. CoBank shall be entitled to rely on any such certification until a new certification is actually received by CoBank.

RESOLVED FURTHER, That Borrower confirms that the January Resolutions remain in full force and effect as of the date hereof.

There being no further business to come before the Board, the meeting was adjourned at 9:43 a.m.

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