

PENNICHUCK WATER WORKS, INC.

BOARD OF DIRECTORS
MINUTES OF MAY 26, 2016 ANNUAL MEETING

The Annual Meeting of the Board of Directors of Pennichuck Water Works, Inc. (the “Company”) was held on Thursday, May 26, 2016 at 8:06 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
Preston J. Stanley, Jr.

Also attending the meeting from the Company were:

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

S. Ansara recorded the minutes of the meeting.

Election of Chairman

The first order of business was to elect a Chairman of the Board for the ensuing year. On motion duly made by S. Genest and seconded by P. Indeglia, all of the Directors present 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 22, 2016 meeting and non-public session of the Board of Directors. There being none, on motion duly made by S. Genest and seconded by P. Stanley, all of the Directors present then voting, it was unanimously

Resolved: that the minutes of the April 22, 2016 meeting of the Board of Directors are hereby approved.

Resolved: that the sealed minutes of the April 22, 2016 non-public session of the Board of Directors are hereby approved.

Election of Officers

The Chairman stated that the Board needs to 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 S. Genest and seconded by P. Stanley, all of the Directors present 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>
Larry D. Goodhue	Chief Executive Officer, Chief Financial Officer and Treasurer
Donald L. Ware	Chief Operating Officer
Suzanne L. Ansara	Corporate Secretary
George Torres	Corporate Controller
Carol Ann Howe	Assistant Treasurer

There being no further business to come before the Board, the meeting was adjourned at 8:07 a.m.

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