

PENNICHUCK WATER WORKS, INC.

BOARD OF DIRECTORS
MINUTES OF APRIL 22, 2016 NON-PUBLIC SESSION

A non-public session of the Board of Directors of Pennichuck Water Works, Inc. (the "Company") was held on Friday, April 22, 2016 at 11:00 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 non-public session.

The following Directors were present:

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
James McMahan
Preston J. Stanley, Jr.

Also attending the non-public session from the Company were:

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

Sale of 31 Will Street Property

L. Goodhue reported that Pennichuck Water Works, Inc. has entered into a Purchase and Sale Contract to sell the 31 Will Street property to Will Street LLC, for a purchase price of \$1,010,000. The sale is subject to the Board's approval. He referred the Board to the Purchase and Sale Contract dated April 18, 2016 and the draft lease agreement, copies of which were provided in the written materials. L. Goodhue indicated that the Company will lease the property from the purchaser after the closing through December 20, 2016. The Company will pay all real estate taxes, utilities and insurance expense during the lease period, but will pay no rent. Also, during the lease term, the purchaser will have the right to enter the property to repair and replace the building's roof. A discussion ensued. The Board instructed management to revise the draft lease agreement to include language that the landlord will be liable for any damages or injuries that may arise due to repairs being made by the landlord to the building

while the Company is a tenant, and that the Company be added as an additional insured under the landlord's insurance policy.

On motion duly made by D. Bernier and seconded by P. Indeglia, all of the Directors then voting, it was unanimously

Resolved: that the Board of Directors hereby approves the sale by Pennichuck Water Works, Inc. (the "Company") of the property located at 31 Will Street in Nashua, New Hampshire (the "Property"), to Will Street LLC (the "Purchaser"), for a purchase price of \$1,010,000.00; and

Further

Resolved: that the Purchase and Sale Contract dated April 18, 2016 between the Company and the Purchaser, a copy of which was presented at this meeting, is hereby affirmed and approved; and

Further

Resolved: that Larry D. Goodhue, the Company's Chief Executive Officer, and Donald L. Ware, the Company's Chief Operating Officer, acting singly, are each hereby authorized and directed to take such actions and to execute and deliver such documents as either of them, in their sole discretion, may deem necessary, proper or advisable, to effectuate such sale of the Property, the taking of such actions and the execution and delivery of such documents to be sufficient and conclusive evidence that the same have been authorized and adopted hereby; and

Further

Resolved: that the sale of the Property does not constitute a sale of all or substantially all of the assets of the Company, and is considered a transaction in the ordinary course of business.

There being no further business to discuss in non-public session, on motion duly made by E. Dunn and seconded by S. Genest, all of the Directors then voting, it was unanimously agreed to end the non-public session at 11:18 a.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary