

PENNICHUCK CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF NOVEMBER 2, 2017 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Thursday, November 2, 2017 at 5:00 p.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: Elizabeth A. Dunn
Stephen D. Genest
Thomas J. Leonard
Jay N. Lustig
Preston J. Stanley, Jr.

Pennichuck Corporation: 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 Committee to replace Paul Indeglia who resigned from the Board of Directors on September 22, 2017. After a brief discussion, on motion duly made by J. Lustig and seconded by S. Genest, all of the Committee members then voting, it was unanimously

Resolved: that Elizabeth A. Dunn is hereby elected Chairman of the Nominating and Governance Committee.

Approval of Minutes

The Chairman inquired whether there were any comments with respect to the draft minutes of the September 12, 2017 Committee meeting. After discussion, on motion duly made by S. Genest and seconded by P. Stanley, all of the Committee members then voting in favor, except for J. Lustig who abstained, it was

Resolved: that the minutes of the September 12, 2017 meeting of the Nominating and Governance Committee, as amended at this meeting, are hereby approved.

Review of Committee Charter

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

Corporate Governance Principles

The Committee reviewed the Corporate Governance Principles. After discussion, the Committee agreed to recommend to the Board of Directors that the Corporate Governance Principles be amended as follows:

- (1) Section F. Board Committees. Delete the sentence “Copies of the agenda and supporting materials for each committee meeting will also be provided to the Chairman of the Board” from the 4th paragraph entitled “Advance Distribution of Committee Meeting Material.”
- (2) Section G. Director Access to Management. Delete the words “and employees” in the first sentence.

Annual Evaluation of Board and Committees

The Committee reviewed the draft form of Annual Evaluation of the Board and Committees and had no changes. The evaluation will be sent to each member of the Board next week. The Committee will review the results of the evaluation at a meeting of the Committee to be held in January 2018.

Move to Non-Public Session

S. Genest 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). P. Stanley seconded the motion.

A roll call of the Committee members was taken, which resulted as follows:

Yea: E. Dunn, S. Genest, T. Leonard, J. Lustig, P. Stanley
Nay:

Motion was carried to enter into non-public session at 5:40 p.m.

Reconvene in Public Session

The non-public session ended at 6:13 p.m. and the Committee reconvened in public session.

At the non-public session, the Committee discussed the directors up for re-election to the Board next year, and discussed whether the Board should consider adding a new director to fill the vacancy left by the resignation of Paul Indeglia. No decisions were made.

There being no further business to come before the Committee, the meeting was adjourned at 6:14 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary