

PITTSFIELD AQUEDUCT COMPANY, INC.

BOARD OF DIRECTORS
MINUTES OF FEBRUARY 23, 2018

A meeting of the Board of Directors of Pittsfield Aqueduct Company, Inc. (the "Company") was held on Friday, February 23, 2018 at 11:26 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
John D. McGrath
John M. Murphy
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.

Approval of Minutes

The Chairman inquired whether there were any comments with respect to the draft minutes of the October 27, 2017 meeting 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 October 27, 2017 meeting of the Board of Directors are hereby approved.

Distribution to Pennichuck Corporation

L. Goodhue stated that management is seeking approval of a distribution from the Company to Pennichuck Corporation in the amount of \$121,143.00 to fund Pennichuck Corporation's payment of the City's acquisition debt.

On motion duly made by J. Dore and seconded by P. Stanley, all of the Directors present then voting, it was unanimously

Resolved: that a distribution in the amount of \$121,143.00 from additional paid in capital be recorded to Pennichuck Corporation on February 23, 2018.

Intercompany Loan / Short Term Obligations - Pennichuck Corporation

L. Goodhue indicated that the intercompany loan dated January 1, 2010 from Pennichuck Corporation is due to expire on May 1, 2018. Management is recommending that the outstanding balance of the loan, \$776,850, be refinanced for a term of 30 years at an approximate interest rate of 3.2%. L. Goodhue also indicated that management is recommending that \$599,150 of short term obligations to Pennichuck Corporation be converted to long term notes payable. A discussion ensued.

On motion duly made by J. McGrath and seconded by J. Dore, all of the Directors present then voting, it was unanimously

Resolved: that the Board of Directors of Pittsfield Aqueduct Company, Inc. (the "Company") hereby authorizes the Company to refinance the outstanding balance of \$776,850.00 of the January 1, 2010 intercompany loan between the Company and Pennichuck Corporation, for a term of 30 years at an interest rate of approximately 3.2% on a fully amortizing basis, along with an additional sum of \$599,150, converting short term obligations from the Company to Pennichuck Corporation to long term notes payable, on the same terms; in the aggregate, the new obligation will be for \$1,376,000 over 30 years at 3.2%, fully amortizing.

There being no further business to come before the Board, the meeting was adjourned at 11:28 a.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary