

PENNICHUCK WATER WORKS, INC.
BOARD OF DIRECTORS
MINUTES OF MARCH 23, 2018 MEETING

A meeting of the Board of Directors of Pennichuck Water Works, Inc. (the “Company”) was held on Friday, March 23, 2018 at 8:00 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 meeting.

The following Directors were present, constituting a quorum:

Thomas J. Leonard, Chairman
C. George Bower
James P. Dore
Elizabeth A. Dunn
Stephen D. Genest
Jay N. Lustig
John D. McGrath
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 February 23, 2018 meeting of the Board of Directors. There being none, on motion duly made by J. Dore and seconded by P. Stanley, all of the Directors present then voting, it was unanimously

Resolved: that the minutes of the February 23, 2018 meeting of the Board of Directors are hereby approved.

Distribution to Pennichuck Corporation

L. Goodhue indicated that based on final year-end numbers, the resolution approving a distribution to Pennichuck Corporation adopted at the February 23, 2018 Board meeting will need to be rescinded. He indicated that a new resolution needs to be adopted approving a distribution in the amount of \$6,099,378.04.

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

Resolved: that the resolution adopted at the February 23, 2018 Board of Directors meeting approving a distribution to Pennichuck Corporation in the amount of \$6,099,379.04 is hereby rescinded.

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

Resolved: that a distribution in the amount of \$6,099,378.04 (\$489,929.48 from retained earnings and \$5,609,448.56 from additional paid in capital) be recorded to Pennichuck Corporation on March 23, 2018.

Source Water Protection Grant – Harris Pond Dredging Feasibility Study

D. Ware reported that the Company has qualified for a grant through the 2018 Local Source Water Protection Program in the amount of \$17,500. The grant will be used to complete a feasibility report regarding the dredging of sediment from Harris Pond, a water supply pond for the City of Nashua. The Board was provided with a copy of a draft Grant Agreement with the NH Department of Environmental Services in the written materials, which includes a summary of the scope of work to be done. D. Ware indicated that the Company is seeking the Board's approval to accept the grant and enter into the Grant Agreement. A discussion ensued.

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

Resolved: that the Board of Directors of Pennichuck Water Works, Inc. (the "Company") authorizes the Company to accept a grant of \$17,500 through the 2018 Local Source Water Protection Grant Program for the *Harris Pond Dredging Feasibility Study project* (the "Project");

Further

Resolved: that the Board of Directors authorizes the Company to enter into a Grant Agreement for the Project, in substantially the form presented at this meeting, with the New Hampshire Department of Environmental Services; and

Further

Resolved: that the Company's Chief Executive Officer or Chief Operating Officer, acting singly, are each hereby authorized to execute and deliver the Grant Agreement, and to execute any and all other documents necessary, and to take such further actions, as either of them, in their sole discretion, may deem necessary, proper or advisable, to carry out the intent of these resolutions.

Source Water Protection Grant – Boire Field Brook Watershed Evaluation

D. Ware reported that the Company has qualified for a grant through the 2018 Local Source Water Protection Program in the amount of \$14,000. The grant will be used to perform a detailed investigation of the Boire Field Brook sub-watershed to determine how stormwater discharged from the area impacts the Company's water supply ponds. The Board was provided with a copy of a draft Grant Agreement with the NH Department of Environmental Services in the written materials, which includes a summary of the scope of work to be done. D. Ware indicated that the Company is seeking the Board's approval to accept the grant and enter into the Grant Agreement. A discussion ensued.

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 Board of Directors of Pennichuck Water Works, Inc. (the "Company") authorizes the Company to accept a grant of \$14,000 through the 2018 Local Source Water Protection Grant Program for the *Boire Field Brook Watershed Evaluation project* (the "Project");

Further

Resolved: that the Board of Directors authorizes the Company to enter into a Grant Agreement for the Project, in substantially the form presented at this meeting, with the New Hampshire Department of Environmental Services; and

Further

Resolved: that the Company's Chief Executive Officer or Chief Operating Officer, acting singly, are each hereby authorized to execute and deliver the Grant Agreement, and to execute any and all other documents necessary, and to take such further actions, as either of them, in their sole discretion, may deem necessary, proper or advisable, to carry out the intent of these resolutions.

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