

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF JANUARY 25, 2019 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Friday, January 25, 2019 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 Committee members for their review prior to the meeting.

The following persons were in attendance for the meeting:

Committee Members: Elizabeth A. Dunn, Chairman
Stephen D. Genest
Thomas J. Leonard
Jay N. Lustig
Preston J. Stanley, Jr.

Board of Directors: David P. Bernier
C. George Bower
James P. Dore
John D. McGrath
John M. Murphy

Pennichuck Corporation: Larry D. Goodhue, CEO

Other: Deborah Novotny

L. Goodhue was appointed Acting Secretary of the meeting and recorded the minutes of the meeting.

Approval of Minutes

There being no comments on the draft minutes of the November 1, 2018 Committee meeting, on motion duly made by S. Genest and seconded by P. Stanley, all of the Committee members then voting, it was unanimously

Resolved: that the minutes of the November 1, 2018 meeting of the Nominating and Governance Committee are hereby approved.

Move to Non-Public Session

T. Leonard 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). S. Genest 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 8:03 a.m.

Reconvene in Public Session

The non-public session ended at 8:18 a.m. and the Committee reconvened in public session.

J. Lustig moved that the Committee seal the minutes of the non-public session under RSA 91-A:3, II(c). E. Dunn 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 seal the minutes of the non-public session.

There being no further business to come before the Committee, the meeting was adjourned at 8:20 a.m.

/s/ Larry D. Goodhue
Larry D. Goodhue
Acting Secretary