

PENNICHUCK WATER WORKS, INC.

BOARD OF DIRECTORS
MINUTES OF SEPTEMBER 28, 2018 MEETING

A meeting of the Board of Directors of Pennichuck Water Works, Inc. (the “Company”) was held on Friday, September 28, 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
David P. Bernier
C. George Bower
Elizabeth A. Dunn
Stephen D. Genest
Jay N. Lustig
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
Mary V. DeRoche, Human Resources Director
Suzanne L. Ansara, Corporate Secretary
George Torres, Corporate Controller
John Boisvert, Chief Engineer

S. Ansara recorded the minutes of the meeting.

Approval of Minutes

There being no comments on the draft minutes of the August 24, 2018 meeting and non-public session of the Board of Directors, on motion duly made by S. Genest and seconded by J. Murphy, all of the Directors present then voting, it was unanimously

Resolved: that the minutes of the August 24, 2018 meeting of the Board of Directors are hereby approved.

Resolved: that the sealed minutes of the August 24, 2018 non-public session of the Board of Directors are hereby approved.

Unsealing of Non-Public Session Minutes

The Board reviewed the sealed minutes of the August 25, 2017 non-public session for possible unsealing. After discussion, on motion duly made by S. Genest and seconded by E. Dunn, all of the Directors present then voting, it was unanimously

Resolved: to unseal in their entirety the minutes of the August 25, 2017, non-public session of the Pennichuck Water Works, Inc. Board of Directors.

Trust Fund Loan – Pennichuck Core Water Main Replacement Project

L. Goodhue reported that the maximum interest rate for the Trust Fund loan for the Pennichuck Core Water Main Replacement project has changed from 2.424% to 2.704%. He indicated that all the necessary approvals were not obtained in time to close on the loan prior to the expiration date of the interest rate. L. Goodhue indicated that management is recommending that the Board rescind the resolutions approved at the May 24, 2018 Board meeting and approve new resolutions setting forth the new interest rate.

Rescind Prior Resolutions

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

Resolved: that the resolutions adopted by the Board of Directors of Pennichuck Water Works, Inc. on May 24, 2018, pursuant to which it approved the borrowing by Pennichuck Water Works, Inc. of up to \$3,375,000 for a 30-year term at an interest rate of 2.424% from the New Hampshire Drinking Water and Groundwater Trust Fund to fund the Pennichuck Core Water Main Replacement project, are hereby rescinded.

Revised Resolutions

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

Resolved: that the Board of Directors hereby approves the borrowing by Pennichuck Water Works, Inc. (the “Company”) of up to \$3,375,000 in principal amount from the New Hampshire Drinking Water and Groundwater Trust Fund (the “Trust Fund”), such amount to be paid over a 30-year term, level payment, with interest at a maximum rate of 2.704% and related costs, for the purpose of funding the Pennichuck Core Water Main Replacement project, pursuant to a Loan Agreement between the Company and the New Hampshire Department of Environmental Services.

Further

Resolved: that the officers of the Company are severally authorized, empowered and directed to execute and deliver, in the name and on behalf of the Company, the Loan Agreement for the Trust Fund loan described in the previous resolution (the “Trust Fund Loan”) with such terms, including the exhibits and schedules to such Loan Agreement, as may be deemed necessary or advisable in the several judgment of the officers executing the Loan Agreement.

Further

Resolved: that the officers of the Company are hereby authorized, empowered and directed to take any and all actions to obtain all necessary approvals for the Trust Fund Loan from the New Hampshire Public Utilities Commission, the New Hampshire Department of Environmental Services, the Governor and Executive Council, and the City of Nashua in its capacity as the sole shareholder of Pennichuck Corporation (the Company’s parent corporation), and any other authority determined by such officers relating to the Trust Fund Loan.

Further

Resolved: that Larry D. Goodhue, Donald L. Ware and Carol Ann Howe are severally authorized, empowered and directed to take such actions and to execute and deliver such documents as in the opinion of the officer or officers so acting or in the opinion of counsel, are necessary or desirable to effect the Trust Fund Loan and to carry out the purposes of the preceding resolutions, the taking of such actions and the execution and delivery of such documents to be sufficient and conclusive evidence that the same are within the authority conferred by these resolutions.

There being no further business to come before the Board, the meeting was adjourned at 8:05 a.m.

/s/ Suzanne L. Ansara
Suzanne L. Ansara
Corporate Secretary