

PENNICHUCK CORPORATION
BOARD OF DIRECTORS
MINUTES OF MAY 2, 2020 ANNUAL MEETING

The Annual Meeting of the Board of Directors of Pennichuck Corporation (the “Company”) was held on Saturday, May 2, 2020 at 9:06 a.m., immediately following the Annual Meeting of Sole Shareholder.

Due to the COVID-19 virus and in accordance with the emergency stay at home order imposed by Governor Sununu, the meeting was held electronically using the Microsoft Teams platform, for the safety of the Board Members and Pennichuck employees. Telephone access to the meeting was provided for members of the public and any directors who were unable to connect to Microsoft Teams.

Pursuant to Governor Sununu’s Emergency Order #12 dated March 23, 2020, the requirement under RSA 91-A:2, III(b) that a quorum be physically present at a meeting has been waived.

The following Directors were present, constituting a quorum:

Thomas J. Leonard, Chairman
David P. Bernier
C. George Bower
James P. Dore
Elizabeth A. Dunn
H. Scott Flegal
Stephen D. Genest
Jay N. Lustig
John D. McGrath
Deborah Novotny
Preston, J. Stanley, Jr.

Attending the meeting from the Company were:

Larry D. Goodhue, Chief Executive Officer
Donald L. Ware, Chief Operating Officer
Mary V. DeRoche, HR Director
Suzanne L. Ansara, Corporate Secretary
George Torres, Corporate Controller
Carol Ann Howe, Assistant Treasurer
Bernard Rousseau, VP of Sales
Steven Greenwood, IT Director
John Boisvert, Chief Engineer
Chris Countie, Director, Water Supply and Community Systems
Tara King, Revenue and Customer Operations Manager

S. Ansara recorded the minutes of the meeting.

The Chairman called the meeting to order. He stated that the business portion of the meeting will be held first, followed by a public comment period.

Election of Chairman of the Board

The first order of business was to elect a Chairman of the Board of Directors for the ensuing year. On motion duly made by J. Dore and seconded by D. Bernier, all of the Directors then voting by roll call, it was unanimously

Resolved: that Thomas J. Leonard is hereby elected Chairman of the Board of Directors of Pennichuck Corporation.

Appointment of Board Committee Members

The Chairman asked for a motion to appoint members to each of the Board Committees as set forth in the Agenda. On motion duly made by S. Genest and seconded by J. Lustig, all of the Directors then voting by roll call, it was unanimously

Resolved: that the following Committees of the Pennichuck Corporation Board of Directors will be comprised of the individuals listed below:

Audit, Finance and Risk Committee

James P. Dore
C. George Bower
H. Scott Flegal
Thomas J. Leonard
Deborah Novotny

Compensation and Benefits Committee

David P. Bernier
C. George Bower
Elizabeth A. Dunn
Stephen D. Genest
Thomas J. Leonard
John D. McGrath

Communications Committee

James P. Dore
Thomas J. Leonard
Jay N. Lustig
Deborah Novotny
Preston J. Stanley, Jr.

Nominating and Governance Committee

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

Election of Officers

The next order of business was to elect the Company Officers for the ensuing year. On motion duly made by S. Genest and seconded by D. Bernier, all of the Directors then voting by roll call, it was unanimously

Resolved: that the following individuals are hereby elected to the offices of Pennichuck Corporation set forth below opposite their names, to serve in accordance with the By-Laws of the Corporation and at the discretion of the Board of Directors:

<u>Name</u>	<u>Title</u>
Larry D. Goodhue	Chief Executive Officer and Chief Financial Officer
Donald L. Ware	Chief Operating Officer
Suzanne L. Ansara	Corporate Secretary
George Torres	Corporate Controller and Treasurer
Carol Ann Howe	Assistant Treasurer

With the business portion of the meeting completed, the Chairman then opened up the meeting to public comment. There were no comments or questions.

Paycheck Protection Program

L. Goodhue reported that Pennichuck Water Works filed an application with the Small Business Administration under the Federal Government's Paycheck Protection Program on April 28, and was notified by TD Bank on April 30 that the application was approved. The proceeds would be used to pay wages and benefits to employees, and to pay rent, utilities and other expenses authorized under the Program. L. Goodhue said that the amount requested was based on a formulaic calculation as specified under the Program and was based on the average monthly payroll for PWW, but excludes any employee earning over \$100,000 per year. The loan would be for an amount up to \$2,600,000 at an interest rate of 1% for up to two years.

L. Goodhue indicated that PWW has 10 days from the date the loan was approved to accept the funds, or the offer will be withdrawn. Due to the tight timeframe, L. Goodhue contacted the City of Nashua requesting a special meeting of the Board of Aldermen to approve the loan. A meeting has been scheduled for Monday, May 4. In addition, an expedited petition has been filed with the PUC requesting an emergency waiver so that an order can be issued by the PUC next week. L. Goodhue said that he is also working with Rath, Young & Pignatelli and the Governor's Council to obtain an executive order from the Governor to bypass the PUC if the PUC does not issue a waiver.

L. Goodhue answered several questions from the Board relating to the loan. L. Goodhue said that at this time he is using the working capital line of credit for payroll. This loan will free up money in the line of credit to use for working capital needs. Also, under the Governor's order, the Company is unable to pursue past due amounts from customers, and is unable to shut-off customers for non-payment. The loan is at a very low interest rate, and could be forgiven as a grant under the Paycheck Protection Program as long as the money is used as required under the Program.

On motion duly made by J. McGrath and seconded by J. Lustig, all of the Directors then voting by roll call, 9 directors voting in favor and 2 directors, J. Dore and E. Dunn, voting against, it was

Resolved: that the Pennichuck Corporation Board of Directors hereby approves the borrowing by Pennichuck Water Works, Inc. (PWW) of up to a total of \$2,600,000 in an aggregate principal amount from TD Bank, N.A., under the Small Business Administration Paycheck Protection Program (15 U.S. § 636(a)(36), the “Program”) to raise proceeds for the following purposes: (1) to pay wages and benefits to employees; and (2) to pay rent, utilities and other expenses authorized under the Program.

Further

Resolved: that the Pennichuck Corporation Board of Directors hereby approves PWW’s issuing one or more notes to TD Bank, N.A., under the Program at an interest rate of 1% and with a term of up to two years, and on such other terms as required by the Program and as may be determined by PWW in response to prevailing market conditions.

Move to Non-Public Session

D. Bernier moved that the Board enter into non-public session to discuss confidential or financial information pursuant to RSA 91-A:3, II(j). G. Bower seconded the motion.

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

Yea: D. Bernier, G. Bower, J. Dore, E. Dunn, S. Flegal, S. Genest, T. Leonard,
J. Lustig, J. McGrath, D. Novotny, P. Stanley

Nay:

Motion was carried to enter into non-public session at 9:38 a.m.

Reconvene in Public Session

The non-public session ended at 10:03 a.m. and the Board reconvened in public session.

S. Genest was not present.

J. Lustig moved that the Board seal the minutes of the non-public session under RSA 91-A:3, II(j). J. McGrath seconded the motion. A roll call of the Directors present was taken by roll call, which resulted as follows:

Yea: D. Bernier, G. Bower, J. Dore, E. Dunn, S. Flegal, T. Leonard,
J. Lustig, J. McGrath, D. Novotny, P. Stanley

Nay:

Motion was carried to seal the minutes of the non-public session.

COVID-19

L. Goodhue reported that the Governor has implemented a phased-in plan relative to the stay-at-home order which was due to expire on May 4. The Governor has extended the stay-at-home order until May 31. L. Goodhue indicated that he has met with his management team and told them that all Company protocols have been extended to May 31. He indicated that he will be meeting with the Distribution and Water Treatment Plant Managers to discuss the operation side of things and to redefine what projects are essential and non-essential. There are certain projects that need to get done, including booster station maintenance, inspections, and hydrant testing. A decision also has to be made on when to bring in the summer interns. Office personnel will continue to work from home.

New Headquarters

L. Goodhue reported that he went on a walk-thru of the new facility on Tuesday, April 28. The project is moving along well. He took pictures of the progress and will forward them to the Board.

There being no further business to come before the Board, the Chairman adjourned the Annual Meeting of the Board of Directors at 10:14 a.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary