

PENNICHUCK CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF FEBRUARY 17, 2021 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Wednesday, February 17, 2021 at 4:42 p.m.

Due to the COVID-19 virus and in accordance with the state of emergency declared by Governor Sununu, the meeting was held electronically using the Microsoft Teams platform, for the safety of the Committee Members and Pennichuck employees. Telephone access to the meeting was provided for members of the public. 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.

Written materials relating to items listed in the Agenda were provided to the Committee Members for their review prior to the meeting.

By roll call, the following Committee Members were present at the start of the meeting, constituting a quorum. Each Committee Member stated that they were alone.

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

Attending the meeting from the Company was:

Suzanne L. Ansara, Corporate Secretary

S. Ansara recorded the minutes of the meeting.

Approval of Minutes

There being no comments on the draft minutes of the December 7, 2020 Committee meeting, on motion duly made by J. Lustig and seconded by P. Stanley, all of the Committee members then voting by roll call, it was unanimously

Resolved: that the minutes of the December 7, 2020 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 confidential or financial information pursuant to RSA 91-A:3, II(j). 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 4:44 p.m.

Reconvene in Public Session

The non-public session ended at 5:32 p.m. and the Committee reconvened in public session.

Matter Addressed in Non-Public Session

The only matter addressed in non-public session was a review of the results of the Board Survey.

Board Committees

The Committee discussed the current membership of the Board Committees and agreed to discuss with the full Board at a future Board meeting.

There being no further business to come before the Committee, the meeting was adjourned at 5:38 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary