

PENNICHUCK WATER WORKS, INC.

BOARD OF DIRECTORS  
MINUTES OF FEBRUARY 26, 2021 MEETING

A meeting of the Board of Directors of Pennichuck Water Works, Inc. (the “Company”) was held on Friday, February 26, 2021 at 10:26 a.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 Board 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 Board members for their review prior to the meeting.

By roll call, the following Directors were present for the start of the meeting, constituting a quorum. Each director stated that they were alone.

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, Human Resources Director  
Suzanne L. Ansara, Corporate Secretary  
George Torres, Corporate Controller and Treasurer  
Carol Ann Howe, Assistant Treasurer  
Tara King, Revenue and Customer Operations Manager  
Steven Greenwood, IT Director  
John Boisvert, Chief Engineer  
Chris Countie, Director, Water Supply and Community Systems  
Daniel Wojcik, Director of Sales, PWSC

S. Ansara recorded the minutes of the meeting.

There being no comments on the draft minutes of the September 25, 2020 meeting and non-public session of the Board of Directors, 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 minutes of the September 25, 2020 meeting of the Board of Directors are hereby approved.

Resolved: that the sealed minutes of the September 25, 2020 non-public session of the Board of Directors are hereby approved.

#### Distribution to Pennichuck Corporation

L. Goodhue stated that management is seeking approval of a distribution from the Company to Pennichuck Corporation in the amount of \$6,001,174.73 to fund Pennichuck Corporation's payment of the City's acquisition debt.

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

Resolved: that a distribution in the amount of \$6,001,174.73 (\$2,409,721.16 from retained earnings and \$3,591,453.57 from additional paid in capital) be recorded to Pennichuck Corporation on March 1, 2021.

#### Bond Financing

L. Goodhue referred the Board to the draft resolutions set forth in the Agenda relating to the 2021 financing plan and the draft financing agreements, copies of which were included in the written materials. The financing plan was considered and approved earlier today at the Pennichuck Corporation Board meeting.

On motion duly made by J. Dore and seconded by J. McGrath, all of the Directors then voting by roll call, it was unanimously:

Resolved: that the financing plan for the financing of the capital expenditures of Pennichuck Water Works, Inc. (the "Company") for 2020, as described to the Board, and to consist of the entering into of the following credit facilities:

Taxable or Tax-exempt Bonds in one or more series in the aggregate amount of:	\$ 5,700,000
Taxable or Tax-exempt Bonds in one or more series OR Bank Credit Facility to fund Bond Issuance Costs – up to:	<u>\$ 400,000</u>
Total 2021 Financing Plan:	\$ 6,100,000

(the "2021 Financing Plan"), be and it is hereby approved.

Further

Resolved: That a Pricing Committee of the Board (the "Pricing Committee"), consisting of the following Board members: James P. Dore, H. Scott Flegal, Thomas J. Leonard, Deborah Novotny and Preston J. Stanley, Jr., and alternate Elizabeth A. Dunn, is hereby established to approve the material pricing terms upon which the Company shall sell, issue and deliver bonds, notes or other instruments, which may be issued as taxable or tax-exempt bonds, in one or more series or other credit facilities, necessary and appropriate to implement the 2021 Financing Plan, which terms shall include, without limitation, interest rate, premium discount, maturity, amortization and redemption provisions.

Further

Resolved: That the officers of the Company are hereby authorized, empowered and directed on behalf of the Company to engage Hilltop Securities Inc. ("Hilltop") as the underwriter for any public offering of securities in connection with the 2021 Financing Plan and to negotiate the terms of a Bond Purchase Agreement(s) or similar agreements with Hilltop and the Business Finance Authority of the State of New Hampshire ("BFA"), relating to the 2021 Financing Plan (each, a "Bond Purchase Agreement"), substantially in the form provided to the Board with such changes relating to pricing as may be approved by the Pricing Committee and with such other changes and additional terms, including any exhibits and schedules to any such Bond Purchase Agreement, as may be determined to be necessary or advisable by the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer, or the Treasurer (each, an "Authorized Officer"), and the execution of any such Bond Purchase Agreement by any such Authorized Officer shall be conclusive as to such determination.

Further

Resolved: That the officers of the Company are hereby authorized, empowered and directed on behalf of the Company to enter into a Loan and Trust Agreement(s) with the BFA and The Bank of New York Mellon Trust Company, N.A., as Trustee, relating to the 2021 Financing Plan (each, the "Loan and Trust Agreement"), substantially in the form provided to the Board with such changes relating to pricing as may be approved by the Pricing Committee and with such other changes and additional terms, including any exhibits and schedules to any such Loan and Trust Agreement, as may be determined to be necessary or advisable by any Authorized Officer, and the execution of any such Loan and Trust Agreement by any such Authorized Officer shall be conclusive as to such determination.

Further

Resolved: That the officers of the Company are hereby authorized, empowered and directed on behalf of the Company to enter into a Continuing Disclosure Agreement(s) with the Trustee or another dissemination agent, relating to the 2021 Financing Plan (each, a “Continuing Disclosure Agreement”), substantially in the form provided to the Board and with such changes and additional terms, including any exhibits and schedules to any such Continuing Disclosure Agreement, as may be determined to be necessary or advisable by any Authorized Officer, and the execution of any such Continuing Disclosure Agreement by any such Authorized Officer shall be conclusive as to such determination.

Further

Resolved: That the officers of the Company are hereby authorized, empowered and directed on behalf of the Company to cause to be prepared, executed and distributed by Hilltop a Preliminary Official Statement(s) relating to any bonds to be issued under any respective Bond Purchase Agreement and Loan and Trust Agreement to effect the 2021 Financing Plan (the “Preliminary Official Statement”), such Preliminary Official Statement to be substantially in the form provided to the Board and with such changes and additional terms, including any exhibits and schedules to any such Preliminary Official Statement, as may be determined to be necessary or advisable by any Authorized Officer, and the execution of any such Preliminary Official Statement by any such Authorized Officer shall be conclusive as to such determination.

Further

Resolved: That the officers of the Company are hereby authorized, empowered and directed on behalf of the Company to cause to be prepared, executed and distributed by Hilltop an Official Statement(s) relating to any bonds to be issued under any Bond Purchase Agreement and Loan and Trust Agreement to effect the 2021 Financing Plan, such Official Statement to be substantially in the form of the Preliminary Official Statement with such changes relating to pricing as may be approved by the Pricing Committee and with such other changes and additional terms, including any exhibits and schedules, as may be determined to be necessary or advisable by any Authorized Officer, and the execution of any such Official Statement by any such Authorized Officer shall be conclusive as to such determination.

Further

Resolved: That, without limiting the authority of the Pricing Committee and the Authorized Officers pursuant to the foregoing resolutions relating to the 2021 Financing Plan, the Authorized Officers are hereby authorized, empowered and directed to finalize the terms of the 2021 Financing Plan, including preparation and execution of such additional agreements,

petitions and documents as any Authorized Officer determines to be necessary or advisable to effect the 2021 Financing Plan, and the execution of such additional agreements, petitions and documents by any such Authorized Officer shall be conclusive as to such determination, and to present such agreements, petitions and documents to the Pricing Committee for further approvals as may be required by such agreements, petitions and documents, and the Pricing Committee is hereby authorized to give any such further approvals on behalf of the Board and the Company.

Further

Resolved: That the Authorized Officers are hereby authorized, empowered and directed to take any and all actions to develop and effect the borrowings contemplated by the 2021 Financing Plan, including taking any and all actions to obtain all necessary approvals for the borrowings contemplated by such Plan from the New Hampshire Public Utilities Commission and any other authority determined by such Authorized Officers relating to such borrowings.

Further

Resolved: That any actions taken by any Authorized Officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, approved and adopted as actions of the Company.

There being no further business to come before the Board, the meeting was adjourned at 10:28 a.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara  
Corporate Secretary