

PENNICHUCK CORPORATION  
BOARD OF DIRECTORS  
MINUTES OF NOVEMBER 18, 2022 MEETING

A regular meeting of the Board of Directors of Pennichuck Corporation (the “Company”) was held on Friday, November 18, 2022, at 8:00 a.m. at the Company’s offices at 25 Walnut Street, Nashua, 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 for the start of the meeting, constituting a quorum:

Thomas J. Leonard, Chairman  
David P. Bernier (via Microsoft Teams)  
C. George Bower  
Amymarie R. Corriveau  
Elizabeth A. Dunn  
H. Scott Flegal  
Stephen D. Genest  
Jay N. Lustig  
John D. McGrath  
Deborah Novotny  
Sarah Pillsbury  
Preston J. Stanley, Jr.

D. Bernier stated the reason he could not attend the meeting in person, that he was alone and could hear the proceedings.

Attending all or a portion of 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  
Steven Greenwood, IT Director  
Tara King, Revenue and Customer Operations Manager (via Microsoft Teams)  
John Boisvert, Chief Engineer  
Chris Countie, Director, Water Supply and Community Systems  
Alan Brown, Distribution Manager (via Microsoft Teams)  
Daniel Wojcik, Director of Sales, PWSC  
Lori Douglas, Assistant Controller

C. Howe recorded the minutes of the meeting.

The Chairman called the meeting to order.

## Approval of Minutes

There being no comments on the draft minutes of the October 28, 2022 meeting of the Board of Directors, on motion duly made by S. Genest and seconded by P. Stanley, all of the Directors then voting by roll call, it was unanimously

Resolved: that the minutes of the October 28, 2022 meeting of the Board of Directors are hereby approved.

## Review of Preliminary 2023 Capital Budget and 2024-2025 Capital Expenditure Plans

L. Douglas along with the management group presented a thorough review of the Company's preliminary capital budget for 2023 and the capital expenditure plans for years 2024 and 2025. Detailed capital budget worksheets by subsidiary and department were discussed and management answered a number of questions from the Board relating to certain projects.

J. Boisvert discussed the Asset Management System and the impact it had on the timing of projects. Also discussed were the various sources of capital funding in each of the regulated utilities as well as how the capital projects were affected by various EPA standards. A revised preliminary capital budget and a preliminary operating budget will be presented to the Board at the December Board meeting. Further, both budgets (capital and operating) will be presented for final approval at the January 2023 Board meeting.

D. Novotny left the meeting at 8:45 a.m. during the presentation of the preliminary capital budgets.

## Report of the Retirement Plans Investment Committee

L. Goodhue, Chairman of the Retirement Plans Investment Committee, gave a report on the Committee's November 2 meeting. The Committee met with representatives of Summit Financial, the Company's investment advisors and co-fiduciaries for both the pension and savings plans. Summit presented a review on the performance of the Company's Pension Plan investments as of September 30, 2022. Funds in the Pension Plan are well-diversified and are allocated 60% in equities and 40% in fixed income. Fixed income includes a 25% allocation in the Prudential Guaranteed Fund. Funds currently on the watch list were discussed, and no replacements were recommended at this time. PBGC premiums and Company contributions to the Pension Plan were reviewed. L. Goodhue reported that a \$363,000 true-up contribution will be made to the pension plan in December 2022 for the 2022 plan year. He also reported that the Company will contribute \$1 Million to the pension plan for the 2023 and 2024 plan years (\$250,000 in quarterly payments). Summit also provided an actuarial review. L. Goodhue reviewed pension expense and the discount rate.

At the meeting, Summit also presented a review on the performance of the Company's Savings Plan investments. The Company's Savings Plan includes a diverse mix of high quality investment options covering the major asset classes – target date funds, balanced funds, fixed income and international funds. L. Goodhue indicated that the American Funds (target date funds) are performing well. Funds currently on the watch list were discussed, and no

replacements were recommended at this time. Summit reviewed Savings Plan statistics as of June 30, 2022. Total plan assets of over \$20 million were down 11%. Total participants in the Savings Plan were up 4% at 164 with an average account balance of \$125,000.

L. Goodhue referred the Board to the Amendment for CARES Act to the Savings Plan, a copy of which was included in the written materials. The amendment is to implement provisions of the CARES Act which affect the Plan. L. Goodhue indicated that he mistakenly signed the amendment before obtaining approval from the Board. He said that Summit has also reviewed the amendment. After a brief discussion, on motion duly made by G. Bower and seconded by J. Lustig, all of the Directors present then voting by roll call, it was unanimously

Resolved: that the Board of Directors hereby accepts the report of the Retirement Plans Investment Committee, and based on the recommendation from the Company's investment advisors, authorizes Larry D. Goodhue, Chief Executive Officer of the Company, to sign the Amendment for CARES Act, as presented at this meeting.

#### Business Updates from CEO

The CEO had no updates for the Board.

#### Other Business

Three schedules were presented to the Board for their review:

- 1) 2023 Board Meeting Schedule
- 2) 2022 and 2023 Management Presentation Lists

The Board reviewed the presentation lists and had no comments. The Board accepted the 2023 Board Meeting Schedule.

#### Move to Non-Public Session

J. McGrath moved that the Board enter into non-public session to (i) discuss the promotion or compensation of an employee, pursuant to RSA 91-A:3, II(a); (ii) 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); and (iii) discuss financial or confidential information, pursuant to RSA 91-A:3, II(j). S. Flegal seconded the motion.

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

Yea: T. Leonard, D. Bernier, G. Bower, A. Corriveau, E. Dunn, S. Flegal, S. Genest,  
J. Lustig, J. McGrath, S. Pillsbury, P. Stanley  
Nay:

Motion was carried to enter into non-public session at 10:28 a.m.

J. McGrath left the meeting at 10:28 a.m.

Reconvene in Public Session

The Board reconvened in public session at 11:47 a.m.

S. Genest moved that the Board seal the minutes of the non-public session under RSA 91-A:3, II(a), RSA 91-A:3, II(c), and RSA 91-A:3, II(j). G. Bower seconded the motion. A roll call of the Directors present was taken, which resulted as follows:

Yea: T. Leonard, D. Bernier, G. Bower, A. Corriveau, E. Dunn, S. Flegal, S. Genest,  
J. Lustig, S. Pillsbury, P. Stanley

Nay:

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

There being no further business to come before the Board, the meeting was adjourned at 11:51 a.m.

/s/ Carol Ann Howe  
Carol Ann Howe  
Assistant Treasurer