

PENNICHUCK WATER WORKS, INC.  
BOARD OF DIRECTORS  
MINUTES OF FEBRUARY 23, 2024 MEETING

A regular meeting of the Board of Directors of Pennichuck Water Works, Inc. (the “Company”) was held on Friday, February 23, 2024 at 8:22 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:

C. George Bower, Chairman  
Elizabeth A. Dunn  
H. Scott Flegal  
Thomas J. Leonard III  
Steve D. Genest  
Jay N. Lustig  
John D. McGrath  
Deborah B. Novotny  
Brian H. Law  
Sarah Pillsbury (via Microsoft Teams)  
David P. Bernier (via Microsoft Teams)  
Ralph Jenkins (via Microsoft Teams)  
Amy R. Corriveau (via Microsoft Teams)

Attending all or a portion of the meeting from the Company were:

John J. Boisvert, Chief Executive Officer and Chief Engineer  
Donald L. Ware, Chief Operating Officer  
Mary V. DeRoche, Human Resources Director  
George Torres, Chief Financial Officer and Treasurer  
Carol Ann Howe, Assistant Treasurer and Corporate Secretary  
Steven Greenwood, IT Director  
Tara King, Revenue and Customer Operations Director  
Christopher J. Countie, Director, Water Supply and Community Systems  
Alan D. Brown, Manager, Distribution  
Lori Douglas, Corporate Controller  
Jay Kerrigan, Manager Regulatory Affairs, Internal Control and Business Services

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 January 26, 2024 meeting of the Pennichuck Water Works, Inc. Board of Directors, on motion duly made by S. Genest and seconded by D. Novotny, all of the Directors then voting by roll call, it was unanimously

Resolved: that the minutes of the January 26, 2024 meeting of the Board of Directors are hereby approved.

### Distribution to Pennichuck Corporation

G. Torres stated this is a distribution from the Company to Pennichuck Corporation in the amount of \$6,914,031.73. He noted, this distribution works in the same manner as was discussed in Pennichuck Water Service Company Board Meeting.

There being no further comments, on motion duly made by T. Leonard and seconded by J. McGrath, all of the Directors then voting by roll call, it was unanimously

Resolved: that a distribution in the amount of \$6,914,031.73 from additional paid in capital be recorded to Pennichuck Corporation on February 29, 2024.

### Bond Financing

G. Bower referred the Board to the draft resolutions in the agenda and G. Torres indicated that the Company is looking to issue taxable or tax-exempt bonds to finance the 2023 capital expenditures of Pennichuck Water Works and for the cost of issuance of the bonds. This is paying off the Fixed Asset Line of Credit which is an event that occurs each year. G. Torres explained the interest rate currently being used is at current rates plus an additional 100 basis points arriving at a 6.5% interest rate. The total bonding amount we are requesting approval on is higher than the total financing anticipated but we want to have some room in case of some unforeseen changes in the market so we are approving at a worst case scenario. He also noted the bonding can go in one of two paths – being issued at a premium or a discount and he provided some detail on each. Draft documents to complete the bond financing were included in the written materials to the Board. T. Leonard asked if the Audit, Finance and Risk Committee had reviewed the financing and G. Bower indicated they had voted to recommend approval by the Pennichuck Corporation Board. G. Torres indicated we needed another Board member to join the Pricing Committee at which time, J. Lustig volunteered, resulting in the following committee members.

**Pricing Committee:** John D. McGrath, H. Scott Flegal, Deborah Novotny, Brian H. Law, Jay N. Lustig. Alternate: Elizabeth A. Dunn

<u>Schedule:</u>	Pre-Pricing Call	Wednesday, April 10, 3:30 p.m.
	Pre-Pricing Call, Pricing Day	Thursday, April 11, 9:00 a.m.
	Final Pricing Call, Pricing Day	Thursday, April 11, 12:30 p.m.

There being no further comments, a motion was made by D. Novotny and seconded by S. Flegal and it was,

Resolved: that the financing plan for the financing of the capital expenditures of Pennichuck Water Works, Inc. (the “Company”) for 2023, as described to the Board, such plan to consist of the entering into of the following credit facilities:

Taxable or Tax-exempt Bonds in one or more series in an aggregate amount not to exceed:	\$10,600,000
Taxable or Tax-exempt Bonds in one or more series OR Bank Credit Facility to fund Bond Issuance Costs, not to exceed:	\$ 400,000
Total 2024 Financing Plan not to exceed:	<u>\$11,000,000</u>

(the “2024 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: John D. McGrath, H. Scott Flegal, Deborah B. Novotny, Brian H. Law, Jay N. Lustig, and alternative 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 2024 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 Stifel, Nicolaus & Company, Incorporated (“Stifel”) as the underwriter for any public offering of securities in connection with the 2024 Financing Plan and to negotiate the terms of a Bond Purchase Agreement(s) or similar agreements with Stifel and the Business Finance Authority of the State of New Hampshire (“BFA”), relating to the 2024 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 2024 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 2024 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 Stifel 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 2024 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 Stifel an Official Statement(s) relating to any bonds to be issued under any Bond Purchase Agreement and Loan and Trust Agreement to effect the 2024 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 2024 Financing Plan, the Authorized Officers are hereby authorized, empowered and directed to finalize the terms of the 2024 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 2024 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 2024 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.

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

Yea: D. Bernier, G. Bower, R. Jenkins, T. Leonard, S. Pillsbury, A. Corriveau, D. Novotny, E. Dunn, J. Lustig, S. Flegal, J. McGrath, B. Law, S. Genest

Chemical Feed Expansion project through the NH Drinking Water and Groundwater Trust Fund

C. Countie indicated we are asking for the Board to approve a motion for us to apply for a loan because the application requires a resolution for us to do this. He also noted that if we are accepted for the loan, we will be coming back to the Board for approval of it.

There being no further comments, on motion duly made by S. Genest and seconded by E. Dunn, all of the Directors then voting by roll call, it was unanimously

Resolved: that the Board of Directors of Pennichuck Water Works, Inc. (the "Company") hereby authorizes Chris J. Countie, Director of Operations, to complete and submit any information that is required to complete the application for the Drinking Water Construction Project Assistance Program to finance the Chemical Feed project.

2024 Annual Meeting of Shareholder (Pennichuck Corporation), and 2024 Annual Meeting of the Board of Directors

J. Boisvert stated that the resolutions we are asking the Board to vote on are related to the timing of the Company's 2024 Annual Meeting of Shareholder (Pennichuck Corporation) and 2024 Annual Meeting of the Board of Directors, as was discussed in the Pennichuck Water Service Company Board meeting.

There being no further comments, on motion duly made by S. Genest and seconded by J. McGrath, all of the Directors then voting by roll call, it was unanimously

Resolved: that the Pennichuck Water Works, Inc. 2024 Annual Meeting of Shareholder be held on Saturday, May 4, 2024, at the Pennichuck Distribution Facility at 16 Daniel Webster Highway in Merrimack, NH, immediately following the Pennichuck Corporation Annual Meeting of the Board of Directors.

Resolved: that the Pennichuck Water Works, Inc. 2024 Annual Meeting of the Board of Directors be held on Saturday, May 4, 2024, at the Pennichuck Distribution Facility at 16 Daniel Webster Highway in Merrimack, NH, immediately following the 2024 Annual Meeting of Shareholder.

There being no further business to come before the Board, the Chairman adjourned the meeting at 8:38 a.m.

*Carol Ann Howe*

Carol Ann Howe, CPA  
Assistant Treasurer & Corporate Secretary