

PENNICHUCK CORPORATION
BOARD OF DIRECTORS
MINUTES OF MARCH 29, 2024 MEETING

A regular meeting of the Board of Directors of Pennichuck Corporation (the “Company”) was held on Friday, March 29, 2024 at 9:04 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 their review prior to the meeting.

The following Directors were present for the start of the meeting, constituting a quorum:

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

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

John J. Boisvert, Chief Executive Officer and Chief Engineer
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 of Operations
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 February 23, 2024 meetings of the Pennichuck Corporation Board of Directors, Pennichuck Water Services Corporation Board of Directors, Pittsfield Aqueduct Company, Inc. Board of Directors, Pennichuck East Utility Inc. Board of Directors, Pennichuck Water Works, Inc. Board of Directors,

Southwood Corporation Board of Directors; and the December 15, 2023 Special Meeting of the Sole Shareholder on motion duly made by E. Dunn and seconded by S. Pillsbury, all of the Directors then voting by roll call, it was unanimously

- Resolved: that the minutes of the February 23, 2024 meeting of the Board of Directors are hereby approved.
- Resolved: that the minutes of the February 23, 2024 meeting of the Pennichuck Water Service Corporation Board of Directors are hereby approved.
- Resolved: that the minutes of the February 23, 2024 meeting of the Pittsfield Aqueduct Company, Inc. Board of Directors are hereby approved.
- Resolved: that the minutes of the February 23, 2024 meeting of the Pennichuck East Utility, Inc. Board of Directors are hereby approved.
- Resolved: that the minutes of the February 23, 2024 meeting of the Pennichuck Water Works, Inc Board of Directors are hereby approved.
- Resolved: that the minutes of the February 23, 2024 meeting of the Southwood Corporation Board of Directors are hereby approved.
- Resolved: that the minutes of the December 15, 2023 Special Meeting of the Sole Shareholder are hereby approved.

Financial Review

G. Torres indicated that after some conversations with management and feedback from the Board of Directors, a decision has been made to change the monthly format of the financial presentations that relates to the frequency and the format of the information provided. The financial presentations will be shown on a quarterly format and he noted the first quarterly presentation will be in April, which will cover the January through March period. He noted that in the first quarter, there will not be a lot of activity to speak of since these are base consumption months but noting there would be in the months of April through September.

S. Pillsbury indicated she would like to see the pumpage chart each month. A. Corriveau also indicated she would like to see the quarterly cash forecast. G. Torres agreed this information will be provided. D. Novotny asked if we could still receive the financial package each month. J. Boisvert indicated the financial package will still be provided each month. G. Torres also indicated the Quarterly Report to the Shareholder will also be shared in the following month after issuance.

G. Torres provided an update on the annual bonding, noting it will be occurring in a couple of weeks. He indicated we are currently looking at going to market with a \$9.2 million bond offering. He provided some specifics on the event, noting the dates of the Pricing Committee meetings, the close dates and explained the process as well as the anticipated rates going into the market.

G. Torres stated that we did receive the annual CoBank patronage which is not a budgeted amount as it is not guaranteed. He noted the amount was \$122,000 of which \$80,000 was in cash and \$42,000 in equity, which is then recorded as an offset to our interest expense. He also stated that a Pennichuck Special Water Comm Meeting of the City was held on March 14 to approve the financings of TD Bank Line of Credit Renewal and the CoBank Term Loan.

Dividend to Shareholder

G. Torres indicated that management is recommending that the Board approve the payment of a quarterly dividend to the City of Nashua. The dividend will supplement the monthly interest and note payment made by the Company to the City of Nashua for the funding of the City's acquisition debt.

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

Resolved: that a dividend in the amount of \$69,541.74 be paid to the sole shareholder of record, the City of Nashua, New Hampshire, on April 25, 2024.

Report of Retirement Plans Investment Committee Meeting

G. Torres provided a summary of what occurred at the Retirement Plans Investment Committee (RPIC) meeting on February 26, 2024. He indicated the Committee met with individuals at Empower and the Head of Cybersecurity Communications, Trish McGinity. She led a presentation on Cybersecurity at Empower. G. Torres noted that we have insurance if there is any cybersecurity incident that effects employee accounts. He also stated there was a discussion on the Secure 2.0 Act and at this time no action is needed as the provisions are optional. G. Bower stated that with S. Genest leaving the Board, his position serving as Chairman of the Compensation and Benefits Committee and also on the RPIC, will need to be replaced.

Report of the Nominating and Governance Committee Meeting

E. Dunn provided an overview of what has been occurring at the meetings held on February 23, March 20 and March 29. Based on the discussion and activity at those meetings, she indicated there were several Resolutions that needed to be voted on.

The first Resolution was related to the Director Nominees for the Annual Meeting of the Sole Shareholder and also approval of the Proxy Material.

There being no further comments, the Pennichuck Corporation Board of Directors, on motion duly made by D. Novotny and seconded by A. Corriveau, all of the Directors then voting by roll call, it was unanimously

Resolved: that Scott A. Cote, Ronald J. Houle and Sarah Pillsbury, are hereby nominated for election to the Board of Directors of Pennichuck Corporation at the 2024 Annual Meeting of Sole Shareholder, as Class C Directors, each for a three-year term, and until their successors are elected and qualified.

Resolved: that the draft Proxy Card, Notice of Annual Meeting and Proxy Statement for the 2023 Annual Meeting of Sole Shareholder, as presented at this meeting, are hereby approved; and that the Chief Executive Officer and the Corporate Secretary are each hereby authorized to make such changes as they deem necessary and appropriate.

E. Dunn, noted that after review of the quorum requirements as stated in the By Laws and some Committee discussion, a quorum procedure change was agreed on.

There being no further comments, the Pennichuck Corporation Board of Directors, on motion duly made by J. Leonard and seconded by R. Jenkins, all of the Directors then voting by roll call, it was unanimously

Resolved: that the following policy will be adopted. For the purpose of determining quorum requirements at a Board of Director (Board) Meeting, being “present” will be defined as a board member being in person at the meeting. For the purpose of determining quorum requirements at a Board of Director Committee (Committee) meeting, being “present”, will be defined as being in person or attending remotely.

Report of the Audit, Finance and Risk Committee Meeting

G. Bower provided an update of what occurred at the Audit, Finance and Risk Committee meeting held on March 25. He noted it was a good meeting with Deborah Tarbox of Marcum. L. Douglas provided an overview of what occurred noting we completed our Annual Audit of the 2023 Financial Statements and noted the final financial results. G. Torres also indicated we had a clean audit opinion with no audit issues noted. G. Bower stated the tight time frame that is available in completing the audit and noting that it is important the Accounting team is sufficiently supported through this process.

There being no further comments, the Pennichuck Corporation Board of Directors, on motion duly made by A. Corriveau and seconded by T. Leonard, all of the Directors then voting by roll call, it was unanimously

Resolved: that the Board of Directors hereby affirm the approval by the Audit, Finance and Risk Committee of the 2023 Audited Consolidated Financial Statements of Pennichuck Corporation and its Subsidiaries in the form presented at this meeting and authorize management to release the financial statements for all purposes.

Annual Report to Sole Shareholder

J. Boisvert indicated S. Pillsbury had some questions on certain areas of the report. He explained that certain language in the report is written in a manner so it is consistent with the bonding documents. He also noted that there will be a few minor grammatical changes made to the report but nothing of significance to the content.

There being no further comments, the Pennichuck Corporation Board of Directors, on motion duly made by J. McGrath and seconded by E. Dunn, all of the Directors then voting by roll call, it was unanimously

Resolved: that the draft Annual Report to Sole Shareholder, substantially in the form presented at this meeting, is hereby approved for release, with such changes as the Chief Executive Officer or the Chief Financial Officer may deem necessary and appropriate.

Other Business

J. Boisvert highlighted the 2024 Management Presentation Schedule and stated he had put together an updated Management Presentation Schedule which includes some subject matter items which he thinks will be of interest and importance to the Board. J. Boisvert reviewed the updated schedule by month noting the various presentations that will take place – pointing out those that are new, as well as those that have been presented in the past. He also noted certain projects and their anticipated timelines of completion.

Business Updates and Comments from CEO

J. Boisvert announced that they had found a replacement for M. DeRoche's position when she retires at the end of June and also that they will be posting for the Director of Engineering and Environmental Services which is his replacement. He also noted the job description has changed, based on the evolution of that department over the years. J. Boisvert stated there was a lot of activity in the recruitment area.

Move to Non-Public Session

E. Dunn moved that the Board enter into non-public session to discuss the promotion or compensation of employees pursuant to RSA 91-A:3, II(a) and matters which would likely affect adversely the reputation of a person pursuant to RSA 91-A:3, II(c). S. Genest seconded the motion.

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

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

Nay:

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

J. Lustig left the meeting at 10:10 a.m.

Reconvene in Public Session

The non-public session ended at 12:33 p.m. and the Board reconvened in public session.

J. McGrath moved that the Board seal the minutes of the non-public session to discuss the promotion or compensation of employees pursuant to RSA 91-A:3, II(a) and matters which would likely affect adversely the reputation of a person pursuant to RSA 91-A:3, II(c). S. Genest seconded the motion. A roll call of the Directors was taken, which resulted as follows:

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

Nay:

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

There being no further business to come before the Board, the Chairman adjourned the meeting at 12:35 p.m.

Carol Ann Howe

Carol Ann Howe, CPA
Assistant Treasurer &
Corporate Secretary