

PENNICHUCK CORPORATION

BOARD OF DIRECTORS MEETING

MINUTES OF DECEMBER 19, 2025 MEETING

A regular meeting of the Board of Directors of Pennichuck Corporation (the “Company”) was held on Friday, December 19, 2025 at 8:25 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.

By roll call, the following Directors were present for the start of the meeting, constituting a quorum.

C. George Bower  
A. Corriveau  
Elizabeth A. Dunn  
H. Scott Flegal  
Ronald J. Houle  
Ralph Jenkins  
Brian H. Law  
Jay N. Lustig  
Deborah B. Novotny  
Sarah Pillsbury  
Lori Wilshire (via Microsoft Teams)

Attending the meeting from the Company were:

John J. Boisvert, Chief Executive Officer  
Christopher J. Countie, Chief Operating Officer  
George Torres, Chief Financial Officer and Treasurer  
Carol Ann Howe, Assistant Treasurer and Corporate Secretary  
Tara King, Chief Programs and Technology Officer  
Sarah E. Rossetti, Chief Human Resources Officer  
Erin Holmes, Chief Engineer  
Lori Douglas, Director of Accounting and Corporate Controller  
Jason Lozzi, Director of Information Systems  
Matt Day, Water Supply Manager  
Alan D. Brown, Distribution Manager

Other: Steve Greenwood, Nashua, NH Resident

C. Howe recorded the minutes of the meeting.

The Chair called the meeting to order.

## Approval of Minutes

There being no further comments on the draft minutes of the October 24, 2025 Board of Directors meeting of Pennichuck Corporation on motion duly made by E. Dunn and seconded by J. Lustig, all of the Directors then voting it was

Resolved: that the minutes of the November 21, 2025 meeting of the Board of Directors are hereby approved.

## Financial Update

L. Douglas asked if there were any questions on the financial package that was provided to the Board in advance. There were none. She then went on to present a brief review the financial results for year-to-date period ended November 30, 2025. She started with pumpage and then went on to discuss some major areas of the Financial Statements among them being Earnings Before Interest, Taxes and Depreciation and Amortization (EBITDA), Operating Expenses, Total Operating Revenue and Operating Income. She noted revenue will be slightly above plan and highlighted the activity in the major balance sheet categories and the forecasted cash flow.

## Dividend to Sole Shareholder – G. Torres

G. Torres explained this is the typical dividend that we declare each quarter for payment to the City as the Sole Shareholder.

There being no further comments, on motion duly made by S. Flegal and seconded by R. Houle, all of the Directors then voting it was

Resolved: that a dividend in the amount of \$69,127.01 be paid to the sole shareholder of record, the City of Nashua, New Hampshire, on January 4, 2026.

## Resolution to Approve an Amendment of the \$4,000,000 line of credit with TD Bank

G. Torres explained this amendment relates to actions required as a result of the merger which essentially relates to a document deficiency. He discussed the specifics of what was required and noted that any loan amendments must be approved by the Board and the City of Nashua.

There being no further comments on motion duly made by J. Lustig and seconded by R. Jenkins, all of the Directors then voting it was

Resolved: that the Board of Directors of Pennichuck Corporation (the “Corporation”) hereby authorizes, approves and directs the Corporation to enter into an amendment to its \$4,000,000 line of credit (“LOC”) with TD Bank, N.A. on the terms and conditions set forth in a certain Amendment No. 11 to Amended and Restated Loan Agreement presented and reviewed at this meeting, with such changes as may be deemed necessary or appropriate by

the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, or Treasurer of the Corporation (the “LOC Amendment”).

Further

Resolved: that the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the Treasurer of the Corporation are hereby severally authorized, empowered and directed to take any and all actions to obtain all necessary approvals for the LOC Amendment from the City of Nashua in its capacity as the sole shareholder of the Corporation, and any other authority determined by such officers relating to the LOC Amendment.

Further

Resolved: that the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the Treasurer of the Corporation are severally authorized, empowered and directed to negotiate, execute and deliver, in the name and on behalf of the Corporation, any and all documents relating to the LOC Amendment and to take any and all actions as they may deem necessary or appropriate to implement the LOC Amendment.

Further

Resolved: that any actions taken by the officers of the Corporation 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 Corporation.

### **Approve Updated 2026 Capital Budget; 2027-2028 Capital Expenditure Plans**

L. Douglas highlighted the changes in the capital budget from what was previously presented. She discussed the items which changed from the previously presented version. She noted the total budget changed from \$30,147,000 to \$31,049,000, primarily attributed to a main project that was carried over from 2025 into 2026 which amounted to approximately \$381,0000 as well as an increase in Information Technology applications of \$10,000, as well as the capitalized fixed asset line of credit interest increase. She noted the presentation broke out the budget funding category.

There being no further comments on motion duly made by D. Novotny and seconded by S. Flegal, all of the Directors then voting it was

Resolved: that the preliminary 2026 Capital Budget and 2027-2028 Capital Expenditure Plans, as presented at this meeting, are hereby approved.

### **Preliminary 2025 Operating Budget Review**

L. Douglas explained that this is a preliminary budget. It is based on 11 months actual and 1 month budget (December). She noted there was a late adjustment that wasn't

reflected in the package presented which related to increased chemical costs of about \$269,000 which would be reflected as an increase in the production costs. She also commented on other significant categories and indicated the final budget would be presented for approval at the January 2026 Board Meeting. She asked if there were any specific questions of which there were none.

### **Operational Compliance & Performance Plan Status Update**

C. Countie started the conversation noting that he attended a conference which presented on Effective Utility Management, which is a framework that was created by the EPA agency and organizations associated with the water industry. He noted the presentation provided a framework which was meant to be all inclusive of all the tenants of what effective utility management entails. He also stated what he will be discussing is meant to be an update to what was presented to the Board in the March 2025 meeting related to this topic. The presentation will focus on the metrics that we are tracking for various operational tasks throughout the organization known as “The Key Performance Metrics”. The metrics comparison we are using are to those same metrics established by the water utility groups. He presented the various metrics that are being tracked throughout the organization, displaying those that are being tracked in different areas of the organization. He discussed in some detail certain metrics and explained what they meant and how we are using them to improve on operational performance. The metrics helped to demonstrate the level of activity and tasks throughout the organization. C. Countie noted the benefits of these metrics and noted how we are going to incorporate these into our short and long-term strategic goals and how we will leverage benefits from them. There were several comments and/or questions from the board that resulted in discussions in various areas including billing, operational field work, water monitoring systems and other.

### **Review Audit, Finance and Risk Committee Charter and Approve Changes, and Report of the Audit, Finance and Risk Committee Meeting from 12-19-25**

R. Jenkins stated the Audit, Finance and Risk Committee had reviewed the Charter in previous Committee meetings and edits have been made which they have approved and are recommending to the Board for approval. He explained the two primary edits that have been made and the reasons for them.

There being no further comments on motion duly made by R. Jenkins and seconded by R. Houle, all of the Directors then voting it was

Resolved: that the changes to the Audit, Finance and Risk Committee Charter as presented at this meeting are hereby approved

### **Report of the Nominating and Governance Committee Meeting – Dec 18**

E. Dunn stated the Committee met on Thursday, December 18. She highlighted the major items discussed which included the following:

- Election of a new Chair – She welcomed Deb Novotny to the Chair position and thanked her for taking on this role.

- Quorum requirements – she described the changes they would like to see implemented primarily as it relates to the Board meetings as the Committee meetings have established procedures where they can meet quorum requirement via remote attendance. She noted they will need to work with attorneys in establishing a procedure for the manner in which a quorum would be met in Board meetings. Items for consideration consist of the following, among possible others:
  1. Can a quorum be met via remote attendance?
  2. Will a quorum continue to be met if a Board member(s) depart the meeting resulting in the loss of the number of Board members needed to satisfy the quorum? Can votes still be taken if the quorum is no longer met.
  3. Encouragement of in-person participation is desired but may want the ability to meet a quorum if attending remotely and/or specific circumstances where a quorum can be met when attending remotely.
  4. Also to consider situations where a Board Chair or CEO may indicate because of the importance of a specific vote that an in-person quorum needs to be met.
  5. Can separate quorum requirement procedures be established for both Committee and Board meetings individually?
  6. The Nominating and Governance Committee is recommending that a remote participation for Committee meetings will stay in place.

G. Bower noted the Pennichuck Corporation By-Law does not specify that we are subject to “Robert Rules of Order”. Therefore, in this situation, the standardized practice to follow is typically to have a procedure in place on how a company will handle quorum requirements. It was agreed the Company will work with an attorney in assisting with this procedure.

- Consideration of Board Structure which is a required annual responsibility. There will be more discussions on this as we get closer to the Annual meeting.
- Board Surveys – discuss the current status of the Annual Board Survey and consideration of moving the timing to June.
- Annual Charter has been reviewed and some changes primarily associated with changes in the Board based on changes to the By-Laws. It was noted that the Nominating and Governance Charter would be voted on at the next Board Meeting to accept the changes.

D. Novotny commended E. Dunn on her many years of serving on the Nominating and Governance Committee.

#### Report of Retirement Plans Investment Committee Meeting and LDI Model Discussion

G. Torres provided a summary of the topics discussed at the meeting. He noted the change that was being made to the investment portfolio in one of the funds and explained the reasons behind that. He also indicated the Committee continues to work on the logistics of

moving a portion of the plan investments to an LDI plan and provided some brief comments related to this.

#### Business Updates and Comments from CEO

J. Boisvert started with discussing what actions have been taken place with the news of Anheuser-Busch (AB) moving from Merrimack. He noted they had looked at the contract and described to the Board the commitments required by AB under the contract and various scenarios that can play out related to certain actions that AB may take.

He also noted that our registration with the Business Industry Association (BIA) was previously dropped for various reasons, but we have decided to rejoin the organization and noted the benefits that will be derived from this membership.

C. Countie provided a brief update on the Chemical Feed Project and noted there was resolution to some issues related to land ownership. We are now waiting for Eversource to make some infrastructure changes, and he described those as well as some updated timelines on the project in its entirety. He also addressed some of the issues associated with the delay of the project and potential increased costs.

Steven Greenwood left the meeting at 10:00 a.m.

#### Move to Non-Public Session

S. Pillsbury 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 to discuss matters relating to financial or confidential information, pursuant to RSA 91-A:3, II(j), R. Jenkins seconded the motion. A roll call of the Directors was taken, which resulted as follows:

Yea: G. Bower, A. Corriveau, E. Dunn, S. Flegal, R. Houle, R. Jenkins, B. Law,  
J. Lustig, D. Novotny, S. Pillsbury, L. Wilshire

Nay:

Motion was carried to enter into non-public session at 10:08 a.m.

#### Reconvene in Public Session

The non-public session ended at 1:00 p.m. and the Board reconvened in public session.

R. Jenkins 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 to discuss matters relating to financial or confidential information, pursuant to RSA 91-A:3, II(j), J. Lustig seconded the motion. A roll call of the Directors was taken, which resulted as follows:

Yea: G. Bower, A. Corriveau, E. Dunn, S. Flegal, R. Houle, R. Jenkins, B. Law,  
J. Lustig, D. Novotny, S. Pillsbury, L. Wilshire

Nay:

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

There being no further business to come before the Board, the Acting Chair adjourned the meeting at 1:05.

*Carol Ann Howe*

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Carol Ann Howe, CPA  
Assistant Treasurer and Secretary