

Approved by the Unitil Board of Directors on January 17, 2008

Action 1: Approval of Bid Submission and Related Transaction

To: Authorize the submission of a bid proposal to NiSource, Inc. ("NiSource") which provides for the acquisition by the Company of all of the outstanding stock of Northern Utilities and all of the outstanding stock of Granite State Gas Transmission, Inc. for review and consideration by NiSource.

On motion duly made and seconded, the following vote was unanimously adopted:

VOTED:

Bid Submission and Related Transaction

That Unitil Corporation (the "Company") be, and it hereby is, authorized to submit a bid proposal to NiSource, Inc. ("NiSource") or its designated representative, in or substantially in the form as presented at this meeting of the Board, which provides for the acquisition by the Company of all of the outstanding stock of Northern Utilities ("Northern") and all of the outstanding stock of Granite State Gas Transmission, Inc. ("Granite"), each of which is currently wholly owned by NiSource, pursuant to the form of Stock Purchase Agreement (the "Agreement"), in or substantially in the form as presented at this meeting of the Board, to be submitted to NiSource for their review and consideration as of the date hereof; and further,

That said bid proposal shall reflect a proposed purchase price of \$160 Million, and that the Chairman of the Board and Chief Executive Officer, the Chief Financial Officer and Treasurer or any Senior Vice President (collectively, the "Authorized Officers") be and they hereby are, and each of them hereby is, authorized to further negotiate said proposed purchase price with NiSource or its designated representative, to the extent necessary or desirable, plus or minus an additional \$5 Million without further authorization from this Board; and further,

That the Authorized Officers be and they hereby are, and each of them hereby is, authorized and directed to make such non-material changes to and modifications of the Agreement, including without limitation entering into separate agreements for each of Northern and Granite each in the form as presented, as they shall deem necessary or desirable; and further,

That the Authorized Officers be and they hereby are, and each of them hereby is, authorized and directed to execute and deliver one or more Agreements in the name of the Company, in or substantially in the form presented at this meeting of the Board, with such changes therein as authorized above; and further,

That the terms, and the consummation, of the acquisition of all of the outstanding stock of either or both of Northern and Granite as provided in the Agreement(s) as executed by the Authorized Officers in accordance with the preceding resolution are hereby authorized and approved.

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Approval of Bid Submission and Related Transaction, continued

Regulatory Filings

That the Authorized Officers be, and they hereby are, and each of them singly hereby is, authorized and directed to execute and deliver, to the extent necessary or desirable, any documents that may be required to be filed with any appropriate state or Federal regulatory agency or governmental body and with the American Stock Exchange in connection with the transactions contemplated by the Agreement including filings with the Securities and Exchange Commission, the Antitrust Division of the Department of Justice, the Federal Trade Commission, the New Hampshire Public Utilities Commission, the Maine Public Utilities Commission, the Federal Communication Commission and such other agencies or governmental bodies as deemed advisable by the Authorized Officers, and to file any such amendments, additions, deletions and modifications to such filings as any such Authorized Officer may deem necessary or desirable.

Further Actions

That the Authorized Officers be, and they hereby are, and each of them singly hereby is, authorized and directed to do or cause to be done all such acts and things and to execute and deliver any and all such documents and papers, and to expend such money and pay such filing fees, as they may determine in their sole discretion to be necessary or desirable to effect the purposes of the foregoing resolutions, and any and all actions hereafter taken by or at the direction of said Authorized Officers consistent with the terms, provisions and intent of the foregoing resolutions be and they are hereby approved, authorized and confirmed in all respects; and that all such actions heretofore taken by or at the direction of the Authorized Officers in connection with the subject of the foregoing resolutions be and they are hereby approved, ratified and confirmed in all respects.

Action 2: Charter Amendment Authorization

- To: Authorize an amendment to the Company's Articles of Incorporation to increase the authorized share capital of the Company from eight million shares of common stock to 16 million shares of common stock.
- On motion duly made and seconded, the following vote was unanimously adopted:

VOTED:

That the amendment to Article Fifth of the Company's Articles of Incorporation to increase the authorized share capital of the Company from eight million shares of common stock, no par value ("Common Stock") to 16 million shares of Common Stock, substantially in the form attached hereto as Exhibit A (the

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Charter Amendment Authorization, continued

"Charter Amendment") is hereby authorized and approved, subject to receipt of the required approval of the shareholders of the Company; and further

That the Charter Amendment be submitted to the shareholders of the Company entitled to vote thereon, for adoption by them pursuant to the applicable provisions of the New Hampshire Business Corporation Act, at the 2008 Annual Meeting of Shareholders of the Company or at such other meeting of such shareholders to be held for such purpose and any other lawful purpose at a time and place to be specified at a future date; and further

That the Board of Directors hereby recommends that the shareholders of the Company approve the Charter Amendment.