

**ACTION BY CONSENT IN LIEU OF A SPECIAL MEETING OF THE
BOARD OF DIRECTORS
OF
PENNICHUCK EAST UTILITY, INC.**

Pursuant to New Hampshire Revised Statutes Annotated 293-A:8.21, the undersigned, being all the directors of PENNICHUCK EAST UTILITY, INC. (the "Corporation"), a New Hampshire corporation, in lieu of a special meeting of directors, do hereby waive all notice of the time, place and purpose of special meeting, and hereby consent to the following actions and adopt the following resolutions:

VOTED: To authorize and approve a loan agreement between Pennichuck East Utility, Inc. (the "Corporation") and CoBank, ABC, a federally chartered bank under the Farm Credit Act of 1971, pursuant to which the Corporation will borrow up to Six Million Dollars (\$6,000,000), with a 20-year amortization schedule, which loan shall be closed prior to December 31, 2009 at a rate of interest to be approved prior to closing by the Ad Hoc Pricing Committee of the Board of Directors of Pennichuck Corporation, for the purpose of repaying \$4.5 million in borrowing from the Bank of America and the remainder to be used to fund capital expenditures for the Corporation.

VOTED: That Duane C. Montopoli and Thomas C. Leonard are, and each of them hereby is, authorized to act as the Corporation's representative for purposes of executing and administering the above referenced loan agreement and/or executing any other related documents, certificates and undertakings on behalf of the Corporation with respect to the said loan agreement.

Dated: September 17, 2009

[signatures on following page]

Duane C. Montopoli 9/17/09
Duane C. Montopoli Date

Donald L. Ware 9/17/09
Donald L. Ware Date

Stephen J. Densberger 9/17/09
Stephen J. Densberger Date

Bonaly J. Hartley 9/17/09
Bonaly J. Hartley Date

Thomas C. Leonard 9-17-09
Thomas C. Leonard Date

Roland E. Olivier 9-17-09
Roland E. Olivier Date