

**Pennichuck East Utility, Inc. Board of Directors
Resolutions Adopted February 22, 2019**

WHEREAS, reference is made to that certain Master Loan Agreement, dated as of February 9, 2010, between Pennichuck East Utility, Inc. (the “Corporation”), as borrower, and CoBank, ACB (“CoBank”), as lender (the “MLA”);

WHEREAS, by resolutions taken on February 4, 2010, the directors of the Corporation approved the MLA and transactions related to loans dated February 9, 2010; and

WHEREAS, the Corporation finds it beneficial that the Corporation take out an additional loan under the terms and conditions of the MLA (such New Loan further described below), for the purposes of refinancing 2018 capital expenditures paid for with the CoBank Fixed Asset Line of Credit.

NOW, THEREFORE, be it hereby:

Resolved: to authorize and approve that the Corporation enter into a term loan (the “New Loan”) to be advanced under and subject to the terms and conditions of the MLA and a new Promissory Note and Supplement thereto, as follows: up to One Million Four Hundred Fifty Thousand Dollars and No Cents (\$1,450,000), with a 20-25 year amortization schedule.

Further

Resolved: to approve the other resolutions set forth in Exhibit A relating to said MLA and the New Loan, as proposed by CoBank and recommended by management, including without limitation that the Chief Executive Officer, the Chief Operating Officer and the Assistant Treasurer of the Corporation are, and each is, authorized to act as the Corporation’s representative for the purposes of executing and administering documents necessary to effecting the above-referenced New Loan subject to the MLA, and/or executing any other related documents, certificates and undertakings on behalf of the Corporation with respect to said New Loan.

RESOLUTIONS OF THE BOARD OF DIRECTORS
of
PENNICHUCK EAST UTILITY, INC.
Merrimack, New Hampshire

WHEREAS, Pennichuck East Utility, Inc. ("Borrower"), under its articles of incorporation, bylaws, or other organizational documents has full power and authority to borrow money and to secure the same with its own property and property delivered to it for marketing or otherwise; and

WHEREAS, all prerequisite acts and proceedings preliminary to the adoption of these Resolutions have been taken and done in due and proper form, time and manner;

NOW, THEREFORE, BE IT RESOLVED, that the Chief Executive Officer, the Chief Operating Officer, and the Assistant Treasurer ("Officers") of the Borrower are jointly and severally authorized and empowered to obtain for and on behalf of the Borrower from time to time, from CoBank, ACB ("CoBank"), a loan or loans or other financial accommodations (including, without limitation, letters of credit, note purchase agreements and bankers acceptances) (collectively, a "Loan") under these Resolutions; and for such purposes: (1) to execute such application or applications (including exhibits, amendments and/or supplements thereto) as may be required for all borrowings; (2) to obligate the Borrower to pay such rate or rates of interest as the Officers so acting shall deem proper, and in connection therewith to purchase such interest rate risk management products as may be offered from time to time by CoBank; (3) to obligate the Borrower to make such investments in CoBank as required by CoBank and to obligate the Borrower to such other terms and conditions as the Officers so acting shall deem proper; (4) to execute and deliver to CoBank or its nominee all such written loan agreements, documents and instruments as may be required by CoBank in regard to or as evidence of any Loan made pursuant to the terms of this Resolution; (5) to pledge, grant a security interest or lien in, or assign property of the Borrower or property of others on which it is entitled to borrow, of any kind and in any amount as security for any or all obligations (past, present and/or future) of the Borrower to CoBank; (6) to execute and deliver to CoBank an Electronic Commerce Master Service Agreement, a separate Service Agreement for each different service requested by the Borrower, and such other agreements, addenda, documents or instruments as may be required by CoBank in the event that the Borrower elects to use CoBank's electronic banking system (the "System"); (7) to execute and deliver to CoBank any agreements, addenda, authorization forms and other documents or instruments as may be required by CoBank in the event that the Borrower elects to use any services or products related to the Loan that are offered by CoBank now or in the future, including without limitation an automated clearing house (ACH) service; (8) from time to time amend any such Loan; (9) to direct and delegate to designated employees of the Borrower the authority to direct, by written or telephonic instructions or electronically, if the Borrower has agreed to use the System for such purpose, the disposition of the proceeds of any Loan authorized herein or any property of the Borrower at any time held by CoBank; and (10) to delegate to designated employees of the Borrower the authority to request by telephonic or written means or electronically, if the Borrower has agreed to use the System for such purpose, loan advances and/or other financial accommodations, and in connection therewith, to fix rates and agree to pay fees. In the absence of any direction or delegation authorized in (9) or (10) above, all existing directions and/or delegations shall remain in full force and effect and shall be applicable to any Loan authorized herein.

RESOLVED FURTHER, That each of the Officers are hereby jointly and severally authorized to: (1) establish a Cash Investment Services Account at CoBank; (2) make such investments therein as any Officer shall deem proper; (3) direct by written or telephonic instructions or electronically, if the Borrower has agreed to use the System for such purposes, the disposition of the proceeds therein; (4) delegate to designated employees of the Borrower the authority set forth in (2) and (3) above; and (5) execute and deliver all documents and agreements necessary to carry out this authority.

RESOLVED FURTHER, That each of the Officers are hereby jointly and severally authorized and directed to do and/or cause to be done, from time to time, all things which may be necessary and/or proper for the carrying out of the terms of these Resolutions.

RESOLVED FURTHER, That all prior acts by the Officers or other employees or agents of the Borrower to accomplish the purposes of these Resolutions are hereby approved and ratified.

RESOLVED FURTHER, That any Officer of the Borrower is hereby authorized and directed to cast the ballot of the Borrower in any and all proceedings in which the Borrower is entitled to vote for the selection of a member of CoBank's board of directors or for any other purpose.

RESOLVED FURTHER, That these Resolutions shall remain in full force and effect until a certified copy of a duly adopted resolution effecting a revocation or amendment, as the case may be, shall have been received by CoBank. The authority hereby granted shall apply with equal force and effect to the successors in office of the Officers herein named.

RESOLVED FURTHER, That effective on the date when the Loan under these Resolutions becomes available, the following listed Resolutions are hereby revoked: N/A .

RESOLVED FURTHER, That the Secretary or any Assistant Secretary of the Borrower is hereby authorized and directed to certify to CoBank a copy of these Resolutions, the names and specimen signatures of the present Officers above referred to, and if and when any change is made in the personnel of any said Officers, the fact of such change and the name and specimen signatures of the new Officers. CoBank shall be entitled to rely on any such certification until a new certification is actually received by CoBank.

**Pennichuck Corporation Board of Directors
Resolutions Adopted on February 22, 2019**

WHEREAS, reference is made to that certain Master Loan Agreement, dated as of February 9, 2010, between Pennichuck East Utility, Inc. (“PEU”), as borrower, and CoBank, ACB (“CoBank”), as lender (the “MLA”);

WHEREAS, in connection with and as part of the consideration for inducing CoBank to enter into the MLA, Pennichuck Corporation (the “Corporation”) agreed to enter into that certain Guarantee of Payment (Continuing) in favor of CoBank; and by resolutions taken on January 27, 2010, the Board of Directors of the Corporation approved the Guaranty and all related transactions to any loans under the MLA, including the New Loan, as described below; and

WHEREAS, the Corporation finds it beneficial that PEU take out an additional loan under the terms and conditions of the MLA (such New Loan further described below), for the purposes of refinancing 2018 capital expenditures paid for with the CoBank Fixed Asset Line of Credit.

NOW, THEREFORE, be it hereby:

Resolved: to authorize and approve PEU to enter into a term loan (the “New Loan”) to be advanced under and subject to the terms and conditions of the MLA and a new Promissory Note and Supplement thereto, as follows: up to One Million Four Hundred Fifty Thousand Dollars and No Cents (\$1,450,000), with a 20-25 year amortization schedule; at a rate of interest based on one of two interest rate options: a weekly quoted variable rate option or a quoted fixed rate option, each of which would be determined at closing on the New Loan.

Further

Resolved: that the Chief Executive Officer and the Chief Operating Officer of the Corporation are, and each of them hereby is, authorized to act as the Corporation’s representative (either in its own capacity, or in the Corporation’s capacity as the sole shareholder of PEU) for purposes of executing and administering the above-referenced New Loan and/or executing any other related documents, certificates and undertakings on behalf of the Corporation with respect to the said New Loan and/or MLA.

Further

Resolved: that the Chief Executive Officer and the Chief Operating Officer of the Corporation are, and each of them hereby is, authorized to act as the Corporation’s representative for purposes of executing and administering the above-referenced continuing corporate guarantee by the Corporation and/or executing any other related loan documents, certificates and undertakings on behalf of the Corporation with respect to the said New Loan and/or the MLA.



RESOLUTION

AUTHORIZING PENNICHUCK CORPORATION AND PENNICHUCK EAST UTILITY, INC. TO ENTER INTO A TERM LOAN WITH COBANK, ACB

CITY OF NASHUA

In the Year Two Thousand and Nineteen

WHEREAS, the City of Nashua is the sole shareholder of Pennichuck Corporation ("Pennichuck") and each of its subsidiaries;

WHEREAS, Article IX (3) of the Articles of Incorporation of Pennichuck and Article V §2 of the by-laws of Pennichuck require the approval of the sole shareholder (the City of Nashua) for Pennichuck to create, incur, assume, or guarantee any indebtedness for borrowed money, which includes contracting a loan on behalf of Pennichuck or its subsidiaries; and

WHEREAS, Pennichuck East Utility, Inc. is a regulated New Hampshire public water utility corporation providing retail water service to New Hampshire customers, and is a wholly owned subsidiary of Pennichuck which, in turn, is wholly owned by the City of Nashua.

NOW, THEREFORE, BE IT RESOLVED by the Board of Aldermen of the City of Nashua that the City approves the term loan to Pennichuck East Utility, Inc. from CoBank, ACB, in an amount up to \$1,450,000, with an amortization period of up to 25 years; and

FURTHER RESOLVED by the Board of Aldermen of the City of Nashua that the City approves the guaranty by Pennichuck of the payment by Pennichuck East Utility, Inc. of the term loan described above.

Goodhue, Larry

From: Mandt, George M <George.Mandt@td.com>
Sent: Friday, March 01, 2019 4:03 PM
To: Goodhue, Larry
Cc: Torres, George; Howe, Carol Ann; Kerrigan, Jay
Subject: RE: Attached Image
Attachments: 3953_001.pdf

Larry, please consider this email as TD Bank's acknowledge of receipt of your written notice (attached here) as required in Section 6(c)(v) of the Master Loan Agreement between Pennichuck Corporation and TD Bank of Pennichuck's intent to secure \$1.45 million of term financing that would be provided to Pennichuck East Utility, Inc. ("PEU") from CoBank for a capital project. These funds will repay advances under PEU's \$3.0 million FALOC with CoBank.

Best,

George

George Mandt, Vice President - Senior Lender
TD Bank, America's Most Convenient Bank
1700 District Ave. 2nd Flr., Burlington, MA 01803
T: 781-505-5027 | M: 978-460-8295
george.mandt@td.com

From: Goodhue, Larry [mailto:larry.goodhue@PENNICHUCK.com]
Sent: Wednesday, February 27, 2019 12:12 PM
To: Mandt, George M
Cc: Torres, George; Howe, Carol Ann; Kerrigan, Jay
Subject: FW: Attached Image

Hi George,

Please see the attached request for affirmation/approval for a term loan we are pursuing for PEU.

Thanks,



Larry D. Goodhue
Chief Executive Officer
Pennichuck Water
25 Manchester St.
Merrimack, New Hampshire 03054
Ph: (603) 913-2312

The contents of this e-mail and any attachments are confidential, and may be privileged or otherwise protected from disclosure, and are the property of Pennichuck Corporation and/or any of its subsidiaries. The e-mail and its content are only to be used by the intended recipient of the e-mail, unless specifically authorized by the sender. If you are not the intended recipient, then the use, disclosure, copying, distribution or reliance upon this email, its contents and attachments is prohibited. Please notify the sender immediately and delete the message and any attachments thereof, from your system. Pennichuck Corporation and any of its subsidiaries do not accept liability for any omissions or errors in this message which may arise as a result of e-mail transmission or for damages resulting from unauthorized changes of the content of

this message or any attachments thereto. Pennichuck Corporation or any of its subsidiaries do not guarantee that this message is free from viruses and does not accept liability for any damages caused by any virus transmitted therewith.

From: PWW ScannerFax
Sent: Wednesday, February 27, 2019 12:09 PM
To: Goodhue, Larry <larry.goodhue@PENNICHUCK.com>
Subject: Attached Image

This message and any attachments may contain confidential or privileged information and are intended only for the use of the intended recipients of this message. If you are not the intended recipient of this message, please notify the sender by return email, and delete this and all copies of this message and any attachments from your system. Any unauthorized disclosure, use, distribution, or reproduction of this message or any attachments is prohibited and may be unlawful.

February 27, 2019

Mr. George Mandt
Vice President
TD Bank, N.A.
17 New England Executive Park, 2nd Floor
Burlington, MA 01803

RE: Written notice per Section 6(c)(v) of the Master Loan Agreement between Pennichuck Corporation (the “Company” or “Pennichuck”) and TD Bank, N.A. (the “Bank”)

Hi George,

Pursuant to section 6(c)(v) of the Loan Agreement, dated June 25, 2014 (the “Agreement”) I am supplying you with the requisite prior written notice of the Company’s intent to secure \$1.45 million of term financing, as repayment of draws for 2018 Capital Projects funded from the \$3.0 million Fixed Asset Line of Credit (“FALOC”), from CoBank, ACB for its wholly-owned Pennichuck East Utility, Inc. subsidiary (“PEU”). In accordance, with this section of the Agreement, the Company is allowed to borrow up to \$1.5 million per annum from CoBank, ACB or equivalent lender, in order to provide for capital project financing for its Pennichuck East Utility, Inc. or Pittsfield Aqueduct Company, Inc. subsidiaries, without prior written consent from the Bank. In lieu of this consent requirement, the Company must provide 30 days prior written notice of the Company’s intent to enter into said financing.

On February 22, 2019, Pennichuck’s and PEU’s boards of directors voted upon resolutions authorizing management to procure said financing on behalf of PEU.

The Company is currently preparing a financing petition to be filed with the NH Public Utilities Commission, as well as a request for shareholder approval from the Company’s sole shareholder, the City of Nashua. Pursuant to the Company and PEU receiving these approvals, PEU will enter into this new term debt obligation in the second quarter of 2019.

As described above, the aggregate \$1.45 million is comprised of the amount needed to reimburse and repay amounts drawdown on the FALOC with CoBank during 2018 and early 2019 for funds used for capital expenditures used and useful through the end of 2018, which was not otherwise funded from State Revolving Fund or NH Drinking Water and Groundwater Trust Funds loans or grants. This term loan, as a repayment to the FALOC, is the annual “cleaned out” with new term loans from CoBank, for assets financed and placed in service by December of the preceding year. This is consistent with the Company’s approved rate structure as approved by the NH Public Utilities Commission, in Order No. 26,179 (Docket DW 17-128).

PEU00013

I am requesting either written consent from the Bank for this borrowing, or a written response indicating that this letter suffices as prior written notice of borrowed amounts that do not exceed the \$1.5 million per annum borrowing limitation as specified in Section 6(c)(v) of the Master Loan Agreement.

Thank you for your time in reviewing and accepting this written notice, in conformity with the Agreement.

Sincerely,

A handwritten signature in blue ink, appearing to read "L. Goodhue".

Larry D. Goodhue
Chief Executive Officer
Pennichuck Corporation