RESOLUTION

AUTHORIZING THE MAYOR TO GIVE PRIOR WRITTEN CONSENT, AS REQUIRED BY THE PENNICHUCK MERGER AGREEMENT, TO ALLOW PENNICHUCK CORPORATION AND THE SOUTHWOOD CORPORATION TO EXTEND THE CLOSING DATE OF THE PARCEL F SALE AGREEMENT

CITY OF NASHUA

In the Year Two Thousand and Eleven

RESOLVED by the Board of Aldermen of the City of Nashua that

WHEREAS on November 11, 2010 the City of Nashua and Pennichuck Corporation entered into an Agreement and Plan of Merger whereby the City will purchase all the outstanding stock of Pennichuck Corporation, and the surviving Pennichuck Corporation will own and operate what is now the Pennichuck Water Works, Inc. water system, and

WHEREAS § 5.01(b)(vii) of that Merger Agreement provides that the City must give written approval for Pennichuck Corporation to sell real estate for a price greater than $50,000 prior to the closing of the stock purchase or termination of the Merger Agreement, and

WHEREAS On March 22, 2007 Pennichuck Corporation, The Southwood Corporation and North Concord Street Properties, LLC, entered into a purchase & sale agreement to purchase property located on Concord Street in Nashua commonly known as “Parcel F”; and

WHEREAS at the request of the city, Pennichuck Corporation, The Southwood Corporation and North Concord Street Properties LLC are contemplating an agreement to extend the closing date of the Parcel F sale from October 21, 2011 to on or before February 20, 2012, and

WHEREAS that agreement requires prior written consent of the City of Nashua under the terms of the Agreement and Plan of Merger,

NOW THEREFORE, BE IT RESOLVED by the Board of Aldermen of the City of Nashua that the mayor is authorized to give written approval to Pennichuck Corporation and The Southwood Corporation for this described proposed extension.
RESOLUTION: R-11-162

PURPOSE: Authorizing the mayor to give prior written consent, as required by the Pennichuck Merger Agreement, to allow Pennichuck Corporation and The Southwood Corporation to extend the closing date of the Parcel F sale agreement

ENDORSER(S): Mayor Donnalee Lozeau
Alderman-at-Large Brian S. McCarthy

COMMITTEE ASSIGNMENT:

FISCAL NOTE: None

ANALYSIS

This resolution authorizes the mayor to provide written approval of a proposed extension between Pennichuck Corporation, The Southwood Corporation and North Concord Street Properties, LLC of a purchase and sale agreement to purchase Parcel F. The Agreement and Plan of Merger between the city and Pennichuck Corporation requires the city to approve all modifications to contracts of this nature.

This extension, requested by the city, would allow discussions of alternative plans to the North Concord Street Properties LLC’s acquisition of Parcel F to continue.

Approved as to form: Office of Corporation Counsel

By: [Signature]

Date: October 17, 2011
RESOLUTION R-11-162
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PRIOR WRITTEN CONSENT, AS
REQUIRED BY THE PENNICHUCK
MERGER AGREEMENT, TO ALLOW
PENNICHUCK CORPORATION AND THE
SOUTHWOOD CORPORATION TO
EXTEND THE CLOSING DATE OF THE
PARCEL F SALE AGREEMENT

IN THE BOARD OF ALDERMEN

1ST READING  OCTOBER 11, 2011

Referred to:

2nd Reading  OCTOBER 11, 2011

3rd Reading  

4th Reading  

Other Action  

Passed  OCTOBER 11, 2011

Indefinitely Postponed  

Defeated  

Attest:  

City Clerk

Approved  

Mayor’s Signature  

October 13, 2011

Vetoed:  

Veto Sustained:  

Veto Overridden:  

Attest:  

President  

City Clerk

President

Endorsed by

Mayor

MCARTHUR

MCARDEN

VITALE

PRESSLY

TABACCO

MELIZI

COX

SHEEHAN

WILSHIRE

LEANE