



## RESOLUTION

### PROCEDURE FOR A PROXY VOTE FOR PENNICHUCK CORPORATION'S ANNUAL MEETING OF THE SOLE SHAREHOLDER

### *CITY OF NASHUA*

*In the Year Two Thousand and Thirteen*

**WHEREAS**, the City of Nashua, New Hampshire is the sole shareholder of the Pennichuck Corporation; and

**WHEREAS**, the citizens of Nashua collectively comprise the City of Nashua; and

**WHEREAS**, the Board of Aldermen are tasked with representing the citizens of Nashua and should follow an unambiguous process; and

**WHEREAS**, to insure a legal and accurate record of delivery of the vote of the Board of Aldermen to the Pennichuck Corporation Board of Directors.

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Aldermen that for the Pennichuck Corporation's Annual Meeting of the Sole Shareholder, all decisions necessary to enter the City's shareholder vote by proxy shall be made by vote of the Board of Aldermen and the City shall submit its vote via Proxy Card mailed to the Pennichuck Board of Directors; and

**BE IT FURTHER RESOLVED**, that the individual proposals listed on the Proxy Card for the Annual Meeting of the Sole Shareholder shall be separately raised and discussed by the full Board of Aldermen; and

**BE IT FURTHER RESOLVED**, that for the confirmation of Directors for the Board of Directors, that the qualifications of each nominee shall be reviewed and discussed individually.

**LEGISLATIVE YEAR 2013**

**RESOLUTION:** R-13-097

**PURPOSE:** Procedure for a proxy vote for Pennichuck Corporation's annual meeting of the sole shareholder

**ENDORSERS:** Alderman Daniel T. Moriarty

**COMMITTEE  
ASSIGNMENT:**

**FISCAL NOTE:** None.

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**ANALYSIS**

This resolution sets forth the procedure to be followed by the board of aldermen in voting at Pennichuck Corporation's annual meeting of the sole shareholder. Specifically, the resolution requires the board of aldermen to discuss and vote individually on the proposals and board of director nominees and submit the City's votes to Pennichuck Corporation via a proxy card.

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**Approved as to form:** Office of Corporation Counsel

**By:** 

**Date:** February 26, 2013