

SECRETARY'S CERTIFICATE

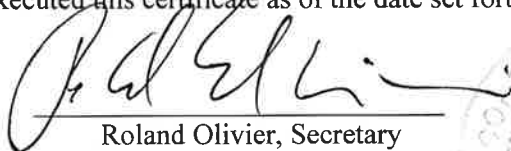
PENNICHUCK CORPORATION

I, Roland Olivier, being the duly elected Secretary of PENNICHUCK CORPORATION, a New Hampshire corporation (the "Corporation"), hereby certify that:

- (i) Attached hereto as Exhibit A is a true and correct copy of certain resolutions adopted by the Board of Directors of Pennichuck Corporation by means of an Action by Consent in Lieu of a Special Meeting of the Board of Directors effective as of June 3, 2011, and that such Action by Consent and resolutions are in conformity with the Articles of Incorporation and the Bylaws of the Corporation (each as amended to date) and such resolutions have not been rescinded or modified, and are in full force and effect, as of the date hereof.
- (ii) The Articles of Incorporation of the Corporation delivered by the Corporation to the State of New Hampshire, Department of Environmental Services ("State") on August 27, 2009 are a true, correct and complete copy of the Corporation's Articles of Incorporation and said Articles of Incorporation are still in full force and effect and have not been modified, revised, amended or rescinded in any way since August 27, 2009
- (iii) The Bylaws of the Corporation delivered by the Corporation to the State on August 27, 2009 are a true, correct and complete copy of the Corporation's Bylaws and said Bylaws are still in full force and effect and have not been modified, revised, amended or rescinded in any way since August 27, 2009.

IN WITNESS WHEREOF, I have executed this certificate as of the date set forth below.

Dated: June 23, 2011



Roland Olivier, Secretary

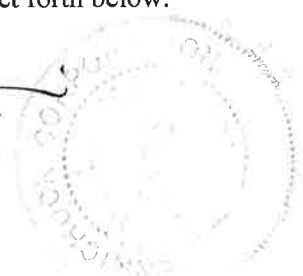


EXHIBIT A

**RESOLUTIONS EFFECTIVE AS OF JUNE 3, 2011
ADOPTED BY
BOARD OF DIRECTORS
OF
PENNICHUCK CORPORATION**

Pursuant to New Hampshire Revised Statutes Annotated 293-A:8.21, the directors of PENNICHUCK CORPORATION ("PENNICHUCK" or the "Corporation"), a New Hampshire corporation, by means of an Action by Consent in Lieu of a Special Meeting of the directors of the Corporation, said Action by Consent having been taken in accordance with PENNICHUCK's Articles of Incorporation and Bylaws, unanimously adopted the following resolutions effective as of June 3, 2011:

- VOTED: To authorize and approve the guaranty by the Corporation of an agreement between Pennichuck East Utility, Inc. ("PEU") and the State of New Hampshire under the State Revolving Loan Fund ("SRF"), pursuant to which PEU will borrow up to Four Hundred Thousand Dollars (\$400,000) at the current SRF rate of interest (currently 2.864%) for the purpose of funding the replacement of the Community Water Booster Station and Water Storage Tanks in the Liberty Tree Water System in Raymond, New Hampshire.
- VOTED: That Duane C. Montopoli and Thomas C. Leonard are, and each of them hereby is, authorized to act as Pennichuck Corporation's representative for purposes of executing and administering the above referenced loan guaranty and/or executing any other related documents, certificates, and undertakings on behalf of the Corporation.