

PENNICHUCK WATER WORKS, INC.

SECRETARY'S CERTIFICATE

I, Roland E. Olivier, being duly elected Secretary of PENNICHUCK WATER WORKS, INC. ("PWW"), a corporation organized under the laws of the State of New Hampshire, do hereby certify that the following is a true and correct copy of resolutions duly adopted by the Board of Directors of PWW at a Meeting of the Board of Directors on May 5, 2010, and that such resolutions are in conformity with the Articles of Incorporation and the By-laws of PWW (as amended to date) and have not been rescinded or modified, and are in full force and effect, as of the date hereof:

VOTED: To authorize and approve an agreement between Pennichuck Water Works, Inc. ("PWW") and the State of New Hampshire under the State Revolving Loan Fund ("SRF"), pursuant to which PWW will borrow up to One Million, Six Hundred Thousand Dollars (\$1,600,000) at the current SRF rate of interest (currently 2.952%), of funding for constructing an interconnection between the Town of Derry Water System and the Drew Woods Community Water System. The interconnection shall consist of construction approximately 8,775 lineal feet of 8"/12" water main, and making improvements to the Town of Derry's Pond Road Booster Station in Derry, New Hampshire.

VOTED: That John J. Boisvert, Donald L. Ware and Thomas C. Leonard are, and each of them hereby is, authorized to act as Pennichuck Water Works, Inc.'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 PWW.

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


Roland Oliver, Secretary

Dated: May 7, 2010