

**CONSENT TO ACTION IN LIEU OF A  
MEETING OF THE BOARD OF DIRECTORS OF  
AQUARION WATER COMPANY OF NEW HAMPSHIRE**

The undersigned, being all of the directors of Aquarion Water Company of New Hampshire, Inc. (the "Company"), do hereby consent to the actions set forth herein on behalf of the Company. This consent shall have the same force and effect as would the directors' vote in favor of such actions at a regularly constituted meeting of the board of directors of the Company called for such purpose.

RESOLVED: That the financing program for Aquarion Water Company of New Hampshire (the "Company") consisting of the issuance and sale of up to \$5,000,000 of General Mortgage Bonds (the "Bonds") to be issued under the Company's Indenture of Mortgage dated as of May 1, 1968, as amended by a First Supplemental Indenture dated as of March 1, 1971, a Second Supplemental Indenture dated as of October 1, 1975, a Third Supplemental Indenture dated as of September 1, 1977, a Fourth Supplemental Indenture dated as of October 1, 1982, a Fifth Supplemental Indenture dated as of June 1, 1989, a Sixth Supplemental Indenture dated as of June 1, 1993, a Seventh Supplemental Indenture dated as of November 1, 1997, an Eighth Supplemental Indenture dated as of August 1, 2005 and a Ninth Supplemental Indenture (defined below), be and hereby is in all respects approved subject to the approval of the New Hampshire Public Utilities Commission ("PUC");

and further

RESOLVED: That the appropriate officers of the Company be, and each of them hereby singly is, authorized, empowered and directed to execute and deliver, in the name and on behalf of the Company, an agreement providing for the issue and sale by the Company to CoBank, ACB ("CoBank") of up to \$5,000,000 principal amount of the Bonds at a price of 100% of the principal amount thereof (the "Bond Purchase Agreement"), which Bond Purchase Agreement shall also require the Company to pay a commitment fee of 25 basis points and to purchase \$1,000 of the stock of CoBank at the closing of the sale of the Bonds, such Bond Purchase Agreement to be in form and substance approved by the President or Chief Financial Officer of the Company, such approval to be conclusively evidenced by the execution of any such agreement in the name and on behalf of the Company;

and further

RESOLVED: That the Company enter into an Ninth Supplemental Indenture (hereinafter in these resolutions called the "Ninth Supplemental Indenture") to the Indenture of Mortgage dated as of May 1, 1968, as amended, between the Company and U.S. Bank, N.A., as successor trustee to The Fidelity Bank, as Trustee (hereinafter in these resolutions called the "Trustee") (said Indenture and the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth and Ninth

Supplemental Indentures being hereinafter referred to collectively as the “Indenture”) in order to create a new series of General Mortgage Bonds of the Company, namely, the Bonds, and in order to ratify and confirm the lien of the Indenture;

and further

RESOLVED: That the appropriate officers of the Company be, and each of them hereby is, authorized, empowered and directed to execute on behalf of the Company to deliver to the Trustee the Ninth Supplemental Indenture in such form, with such changes therein, if any, as may be approved by the President, or any Vice President, or the Treasurer of the Company, as evidenced by his or her execution thereof; that the Secretary or the Assistant Secretary of the Company be and each of them hereby is authorized and empowered to affix to the Ninth Supplemental Indenture and attest the corporate seal of the Company; and that the Trustee be and hereby is requested to join with the Company in the execution and delivery of the Ninth Supplemental Indenture;

and further

RESOLVED: That the filing with the PUC by the officers of the Company, in the name and on behalf of the Company, of an appropriate petition and ancillary documents with respect to the issuance and sale of the Bonds is hereby authorized and ratified;

and further

RESOLVED: That the Company issue, pursuant to the Indenture, the Bonds in the aggregate principal amount of up to \$5,000,000;

and further

RESOLVED: That the Bonds shall be dated and bear interest in accordance with the Indenture, shall mature not later than ten years from the date they are issued, shall bear interest at the rate of not more than 4.50% per annum, payable quarterly or semi-annually in each year, and the balance of such interest at maturity, shall be subject to redemption as provided in the Indenture and the Bond Purchase Agreement and shall contain such other terms and provisions as are provided by the Indenture;

and further

RESOLVED: That the Bonds shall be typed, printed or lithographed in the form of Ninth Supplemental Indenture and as may be approved by the President, or any Vice President, or the Treasurer of the Company, as evidenced by his or her execution thereof, and that Bonds in such form, be and hereby are authorized



for use by the Company;

and further

RESOLVED: That the President, or any Vice President, or the Treasurer of the Company be and each of them hereby is authorized, empowered and directed to execute and deliver to the Trustee for authentication up to \$5,000,000 aggregate principal amount of the Bonds, and such additional Bonds as may be necessary from time to time to provide for transfers or exchanges of said Bonds, and that the Secretary or any Assistant Secretary of the Company be and each of them hereby is authorized, empowered and directed to affix thereto and attest the corporate seal of the Company;

and further

RESOLVED: That upon execution of the Bonds in the manner aforesaid and delivery of same to the Trustee, and upon compliance by the Company with the provisions of the Indenture with respect to issuance of the Bonds, the Trustee be and hereby is authorized and requested to authenticate up to \$5,000,000 aggregate principal amount of Bonds of the Company, and to deliver the same, when so authenticated, to or upon the order of the President, or any Vice President, the Treasurer or the Secretary of the Company, and to authenticate and deliver from time to time such additional Bonds as may be necessary to provide for transfers and exchanges of said bonds;

and further

RESOLVED: That Day Pitney LLP and McLane, Graf, Raulerson & Middleton Professional Association hereby are appointed counsel and special New Hampshire counsel, respectively, to give any and all opinions of counsel required by the Bond Purchase Agreement and the Indenture in connection with the issue of the Bonds;

and further

RESOLVED: That until otherwise provided by the Board of Directors of the Company the principal office of the Trustee in the City of Philadelphia be and hereby is designated as the office or agency of the Company (a) for payment of the principal of and premium (if any) on the Bonds, (b) where notices, presentations and demands to or upon the Company in respect of the Bonds shall be given or made, and (c) where books for the registration, transfer and exchange of the Bonds shall be kept;

and further

RESOLVED: That all of the actions heretofore and hereafter taken by the Company's officers in arranging for the sale of the aforementioned \$5,000,000 of Bonds to be issued to CoBank are in all respects ratified, confirmed and approved as duly authorized acts on behalf of the Company;

and further

RESOLVED: That the proper officers of the Company be and hereby are authorized, empowered and directed to execute and deliver such papers, documents and instruments and deliver such papers, documents and instruments and to do all other acts and things, including making such payments as they may deem necessary, desirable or convenient in order to fully carry out and consummate all of the actions authorized by the foregoing resolutions;

and further

RESOLVED: That these resolutions shall supersede any and all prior resolutions of the Board which pertain to the Bonds or the Ninth Supplemental Indenture to the extent, if any, that any such prior resolutions are inconsistent with the material terms of these resolutions.

**IN WITNESS WHEREOF**, the undersigned have executed this Consent as of the 4<sup>th</sup> day of April 2012, and hereby waive all notice of a meeting and the holding of a meeting to act upon the foregoing resolutions.



Charles V. Firlotte



Donald J. Morrissey



Howard J. Dunn