

STATE OF VERMONT
PUBLIC SERVICE BOARD

Docket No. 6918

Petition of Green Mountain Power)
Corporation pursuant to 30 V.S.A. § 104)
to Amend its Articles of Association)

Order entered: 2/4/2004

I. INTRODUCTION

By letter dated December 12, 2003, Green Mountain Power Corporation ("Green Mountain Power" or the "Company") filed a petition with the Vermont Public Service Board ("Board") under 30 V.S.A. § 104, seeking Board approval for amendments to Green Mountain Power's Articles of Association ("Articles"). The Department of Public Service ("DPS") filed a letter in support of the petition on January 22, 2004. Based on the petition and associated prefiled testimony, and the DPS letter of January 22, 2004, the Board has determined that no hearing is necessary.

II. FINDINGS

1. The Company is a company as defined by 30 V.S.A. § 201, and is subject to the jurisdiction of the Board pursuant to 30 V.S.A. § 203.
2. The Company requests Board approval of the proposed amendments to its Articles of Association as follows:
 - a. Changes to stock provisions:
 - i. In Sections 5, 6.04, 6.05 and 6B.01, all references to issued Preferred Stock are deleted since all such stock has been redeemed, repurchased, or retired and is therefore no longer outstanding; and
 - ii. Section 5.01 has been revised to permit the Board of Directors to set the terms of any Preferred Stock issuance in place of the aforementioned removed provisions.
 - b. "Housekeeping" measures:
 - i. Section 11 is added. This Section provides that the number of individuals on the Board of Directors is fixed in the bylaws (11.01) and articulates the procedures for filling vacancies (11.02). This Section does not reflect any change from current practice, but is necessary because the relevant statutes now provide for

various alternatives rather than mandating the current practice. See 11A V.S.A. §§ 8.03, 8.10.

- ii. All references to "articles of association" are revised to "articles of incorporation," and all references in the Articles to "stockholders" have been changed to "shareholders," consistent with the terminology used in the Vermont Business Corporations Act ("VBCA");
- iii. The permissible purposes identified in Section 2 are revised to be consistent with the permitted purposes under the VBCA. See 11A V.S.A. §3.01;
- iv. Language has been inserted to permit the issuance of Preferred and Preference Stock in both classes and series, since the Articles generally refer to both "classes" and "series" of stock;
- v. Section 7.01 is revised to clarify the definitions of a quorum and plurality for the purposes of shareholder votes;
- vi. Miscellaneous other minor changes have been made to conform the terminology in the Articles to that used in the VBCA; and
- vii. All references to the location of the Company's principal office are revised from the City of South Burlington to the Town of Colchester. Rendall pf. at pp. 2-4.

3. The proposed amendments were approved by the Company's Board of Directors on October 6, 2003. Petition at p. 3.

4. The proposed amendments will promote the general good of the State of Vermont because they update the Articles to reflect needed changes, such as the elimination of all outstanding preferred stock, and because they bring the Articles into conformity with the provisions of the Vermont Business Corporation Act. Rendall pf. at p. 5.

III. ORDER

IT IS HEREBY ORDERED, ADJUDGED AND DECREED, by the Public Service Board of the State of Vermont that:

1. The proposed amendments to the Articles of Association of Green Mountain Power Corporation, as described above, will promote the general good of the State of Vermont and are therefore approved.

2. A Certificate to that effect shall be issued pursuant to 30 V.S.A. § 104.

3. This Order does not constitute approval of any particular capital or operating expenditure nor the underlying capital structure that Green Mountain Power Corporation may implement. Nothing in this approval shall preclude the Department or any other party, or the Board, from reviewing and/or challenging those expenditures and/or the Company's resulting capital structure in any future proceeding.

Dated at Montpelier, Vermont, this 4th day of February, 2004.

<u>s/Michael H. Dworkin</u>)	
)	PUBLIC SERVICE
)	
<u>s/David C. Coen</u>)	BOARD
)	
)	OF VERMONT
<u>s/John D. Burke</u>)	

OFFICE OF THE CLERK

FILED: February 4, 2004

ATTEST: s/Susan M. Hudson
Clerk of the Board

NOTICE TO READERS: This decision is subject to revision of technical errors. Readers are requested to notify the Clerk of the Board (by e-mail, telephone, or in writing) of any apparent errors, in order that any necessary corrections may be made. (E-mail address: Clerk@psb.state.vt.us)

Appeal of this decision to the Supreme Court of Vermont must be filed with the Clerk of the Board within thirty days. Appeal will not stay the effect of this Order, absent further Order by this Board or appropriate action by the Supreme Court of Vermont. Motions for reconsideration or stay, if any, must be filed with the Clerk of the Board within ten days of the date of this decision and order.