

STATE OF VERMONT  
PUBLIC SERVICE BOARD

Docket No. 7036

Petition of Green Mountain Power )  
Corporation for authority to Amend )  
its Articles of Association )

Entered: 1/14/2005

CERTIFICATE OF CONSENT  
ISSUED PURSUANT TO 30 V.S.A. § 104

IT IS HEREBY CERTIFIED that the Public Service Board of the State of Vermont this day found and adjudged that the Amendment of Section 11.01 of its Amended and Restated Articles of Incorporation by Green Mountain Power Corporation will promote the general good of the State of Vermont.

Section 11.01 has been revised to allow a Director of Green Mountain Power Corporation to be removed without cause. The permissible purposes identified in the Section 11.01 are consistent with the permitted purposes under the Vermont Business Corporation Act, 11 V.S.A. Section 8.08a.

Dated at Montpelier, Vermont, this 14<sup>th</sup> day of January, 2005.

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

OFFICE OF THE CLERK

FILED: January 14, 2005

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)*