

STATE OF VERMONT
PUBLIC SERVICE BOARD

Docket No. 7036

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

Order entered: 1/14/2005

I. INTRODUCTION

By letter dated December 1, 2004, 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 an amendment to Green Mountain Power's Amended and Restated Articles of Incorporation ("Articles").

The Vermont Department of Public Service ("DPS") filed a letter in support of the petition on January 4, 2005.

Based on the petition and associated prefiled testimony, and the DPS letter, 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 approval of the proposed amendment to its Articles to allow a Director of Green Mountain Power to be removed without cause. The Amended Section shall read as follows:

Section 11.01 The Board of Directors shall consist of such number of individuals as shall be specified in or fixed in accordance with the bylaws of the Corporation. Directors may be removed with or without cause.

Petition at 1.

3. The proposed amendments were approved by the Company's Board of Directors on October 4, 2004. Petition at 1.

4. The proposed amendment will promote the general good of the State of Vermont because it brings the Articles into conformity with good corporate governance standards. Rendall pf. at 2; DPS letter of 1/3/05.

III. DISCUSSION AND CONCLUSION

The proposed amendment is consistent with the Vermont Business Corporation Act, 11 V.S.A. § 8.08a, which provides that shareholders may remove a director with or without cause unless the articles of incorporation provide otherwise. Because the amendment brings Green Mountain Power's articles of incorporation into conformance with current standards of good corporate governance, it will promote the general good of the State of Vermont. Therefore, pursuant to 30 V.S.A. § 104, we approve the proposed amendment.

IV. ORDER

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

1. The proposed amendment to the Amended and Restated Articles of Incorporation of Green Mountain Power Corporation, as described above, will promote the general good of the State of Vermont and is 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 of Public Service or any other party, or the Public Service Board, from reviewing and/or challenging those expenditures and/or Green Mountain Power Corporation's resulting capital structure in any future proceeding.

Dated at Montpelier, Vermont, this 14th day of January, 20045

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

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)

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.