

STATE OF VERMONT
PUBLIC SERVICE BOARD

Docket No. 7213

Joint Petition of Green Mountain Power)
Corporation, Northern New England Energy)
Corporation (NNEEC), a subsidiary of Gaz)
Metro of Quebec, and Northstars Merger)
Subsidiary Corporation (Northstars) for)
approval of: (1) the merger of Northstars into)
and with Green Mountain Power; (2) the)
acquisition by NNEEC of the common stock of)
Green Mountain Power; and (3) the amendment)
to Green Mountain Power's Articles of)
Incorporation)

Order entered: 3/26/2007

CERTIFICATE OF CONSENT ISSUED
PURSUANT TO 30 V.S.A. SECTION 109

IT IS HEREBY CERTIFIED that the Public Service Board of the State of Vermont has this date found and adjudged that the merger of Green Mountain Power Corporation ("GMP") with Northstars Merger Subsidiary Corporation, a subsidiary of Northern New England Energy Corporation ("NNEEC") and Gaz Metro of Quebec, with GMP remaining the surviving company wholly owned by NNEEC, will promote the public good. Petitioners shall file this Certificate of Consent with the Vermont Secretary of State, pursuant to 30 V.S.A. § 109.