

STATE OF VERMONT  
PUBLIC SERVICE BOARD

Docket No. 7770

Amended Joint Petition of Central Vermont )  
Public Service Corporation ("CVPS"), Danaus )  
Vermont Corp., Gaz Métro Limited Partnership )  
("Gaz Métro"), Gaz Métro inc., Northern New )  
England Energy Corporation ("NNEEC") for )  
itself and as agent for Gaz Métro's parents, )  
Green Mountain Power Corporation ("GMP") )  
and Vermont Low Income Trust for Electricity, )  
Inc. ("VLITE"), for approval of: (1) the merger )  
of Danaus into and with CVPS; (2) the )  
acquisition by NNEEC of the common stock of )  
CVPS; (3) the amendment to CVPS's Articles of )  
Association; (4) the merger of CVPS into and )  
with GMP; and (5) the acquisition by VLITE of )  
a controlling interest in Vermont Electric Power )  
Company, Inc. )

Order entered: 6/15/2012

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

IT IS HEREBY CERTIFIED that the Public Service Board ("Board") of the State of Vermont this day found and adjudged that the amendment and restatement of the Articles of Association of Central Vermont Public Service Corporation, consistent with the Board's Order dated June 15, 2012, in this docket, will promote the general good of the state.

Central Vermont Public Service Corporation shall file this Certificate of Consent with the Vermont Secretary of State for recording with the certificate of amendment for its Amended and Restated Articles of Incorporation pursuant to 30 V.S.A. § 104.

Dated at Montpelier, Vermont, this 15th day of June 2012.

s/ James Volz )

) PUBLIC SERVICE

s/ David C. Coen )

) BOARD

s/ John D. Burke )

) OF VERMONT

OFFICE OF THE CLERK

FILED: June 15, 2012

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: psb.clerk@state.vt.us)*