

**Green Mountain Power Corporation
Corporate Governance Guidelines
(Adopted October 6, 2003, Amended February 14, 2005)**

Green Mountain Power Corporation's Board of Directors has adopted these Corporate Governance Guidelines to provide a framework for the governance of the Company.

<p>Director Qualification Standards</p>	<p>The Board of Directors of the Company will satisfy any independence requirements of the New York Stock Exchange ("NYSE") and the Securities and Exchange Commission ("SEC") as then in effect. The Board of Directors may adopt, from time to time, additional independence standards, which will be disclosed in accordance with such NYSE and/or SEC requirements. The Board currently consists of 9 members, 8 of whom, including the Chair, are independent, as defined by Section 303A(1) and (2) of the NYSE Listed Company Manual. An independent director is one who the Board has affirmatively determined has no material relationship (direct or indirect) with the Company.</p> <p>The Company's directors should possess the highest standards of personal and professional integrity and ethics. Directors should be committed to their obligation to represent the long-term interests of the Company's shareholders. The Board should reflect diversity in professional skills and experience that is relevant to the Company's business and regulatory environment. The Board's Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of Board members as well as the composition of the Board as a whole. This assessment will include members' qualification as independent, as well as consideration of diversity, skills and experience in the context of the Board's needs. The Governance Committee shall seek and recommend for nomination as directors persons whose experience and expertise meet the current and future needs of the Company in accordance with these qualifications.</p> <p>Prior to re-election, each current director shall submit a written statement of interest in continued service to the Governance Committee for its consideration. No person is eligible for election as a new director if at the time of election he or she is age 72 or older.</p> <p>The Governance Committee takes into consideration availability and other outside commitments in reviewing new director candidates and continued service of existing directors. The Board has adopted a policy limiting to three (3) the number of other public company boards on which a director may serve. Directors should advise the Chair of the Board and the Chair of the Governance Committee in advance of accepting an invitation to serve on another public company board.</p>
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	<p>The Governance Committee annually recommends a slate of director nominees to the full Board for nomination. The Board nominates and recommends a slate of nominees to shareholders for election at each Annual Meeting.</p>
<p>Director Orientation and Continuing Education</p>	<p>New directors receive orientation regarding the Company and its operations over the first year of their service through meetings with other directors and senior management and a tour of the Company's major facilities. All directors are invited to attend the new director orientation programs. Directors receive regular industry updates from management and a variety of business and professional publications to remain abreast of developing industry issues.</p>
<p>Director Responsibilities and Access</p>	<p>Directors are expected to attend the Corporation's Annual Shareholders' Meeting and board and committee meetings in person or by phone, to serve on at least two Board committees and to review all Board and committee material prior to each meeting.</p> <p>An executive session of independent directors is conducted at each regularly scheduled Board meeting. Each executive session is led by the Chair, or, if the Chair is not an independent director, by an independent director selected by the independent directors. The chair who presides at executive sessions will be disclosed in the annual proxy statement.</p> <p>Directors have access at their request to all senior management and, as necessary and appropriate, to the Company's independent advisors. The Board and its committees may, at any time, retain independent outside financial, legal or other advisors.</p>
<p>Board Committees</p>	<p>The Board will at all times have an Audit Committee, a Compensation Committee and a Governance Committee, each composed entirely of independent directors in accordance with the requirements of the NYSE and the SEC as then in effect. Each of these committees has adopted a charter to govern its duties and responsibilities. The current charter for each of these committees is published on the Company's website.</p> <p>Governance Committee members will be appointed by the Board. Compensation and Audit Committee members will be appointed by the Board upon the recommendation of the Governance Committee.</p> <p>The Board may also, from time to time, appoint other committees as deemed appropriate and in accordance with the Company's Bylaws.</p>

<p>Director Compensation</p>	<p>The form and amount of director compensation will be determined by the Board based on a recommendation of the Compensation Committee. Current director compensation consists of an annual cash retainer (the "annual fee"), chair fees for the Chair of the Board and the Chairs of the various Committees, cash fees for each meeting attended, and deferred stock units granted under the Company's 2000 and/or 2004 Stock Incentive Plan.</p> <p>The Compensation Committee shall conduct an annual review of the level of director compensation, comparing compensation levels to that of boards of directors of other companies in the utility industry and to companies of similar size operating in New England.</p>
<p>Director Share Ownership</p>	<p>The Board has established a stock ownership guideline for non-employee directors that each non-employee director should own beneficially common stock approximately equal in value to at least three times the director's annual fee and the Chair of the Board should own beneficially common stock approximately equal in value to five times the Chair's annual fee. Current directors to the board have until October 6, 2008 to satisfy this guideline. New directors will have five years from the date of election to the Board to satisfy this guideline.</p>
<p>Board Evaluation</p>	<p>The Governance Committee shall oversee an annual Board and committee self-assessment and an annual assessment of the Chair of the Board and shall report to the Board with recommendations for improvements in policies and practices. In addition, the Audit, Compensation and Governance Committees each undertake an annual self-assessment.</p>
<p>Management Succession</p>	<p>An annual evaluation of the Chief Executive Officer shall be conducted under the direction of the Compensation Committee and reported to the full Board.</p> <p>The Compensation Committee shall conduct an annual review of senior management succession potential and make recommendations to the Board regarding CEO and senior management succession.</p> <p>The Board has a policy of maintaining the separation of the offices of Chair of the Board and Chief Executive.</p>
<p>Ethics and Conflicts of Interest</p>	<p>The Board is committed to fulfilling its responsibilities with the highest degree of honesty and integrity. Directors are required to adhere to Green Mountain Power's Code of Ethics and Conduct, which is published on the Company's website.</p>