

**RESOLUTION OF VELCO AND VT TRANSCO'S OPERATING COMMITTEE
REGARDING MEMBERSHIP ON COMMITTEE
September 16, 2013**

WHEREAS, the Operating Committee Bylaws, which are part of VELCO and VT Transco's Administration Manual (VTAM), currently specify that the "permanent voting members" of the Operating Committee will comprise representatives of each distribution utility that has a percentage share greater than 4% of VT Transco; and

WHEREAS, several of VT Transco's utility owners have urged that all Vermont utilities with an ownership interest in VT Transco should be allowed to participate fully as members of the Operating Committee; and

WHEREAS, current members of the Operating Committee are willing to agree to that change with the caveat that new members, like current members, must commit to active participation and regular attendance at meetings for the sake of maintaining an effective committee; and

WHEREAS, the committee has reviewed proposed amendments to the VTAM distributed to the PSD, VPPSA, and all Vermont distribution utilities and posted to the Operating Committee website on July 18, as well as additional modifications proposed in comments by GMP, and a revised set of amendments incorporating the modifications proposed by GMP, which revised set of amendments is attached hereto as Exhibit A;

NOW, THEREFORE, BE IT

RESOLVED: that the Operating Committee approves, and recommends to VELCO, amendment of the Operating Committee Bylaws that are part of the VTAM in the form set forth in Exhibit A.

Approved and adopted the ____ day of _____ 2013. I, the undersigned, hereby certify that the foregoing Resolution was duly adopted by the Vermont Electric Distribution Utilities.

Following Roll Call Vote: Ayes: _____

 Nos: _____

 Absent: _____

Operating Committee Chairman