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**VIA CERTIFIED MAIL -  
RETURN RECEIPT REQUESTED**

January 24, 2011

**Re: Easement Purchase Offer – Rte. 100, Lowell Vermont  
Green Mountain Power Corporation (“GMP”) and  
Vermont Electric Cooperative, Inc.**

Dear

As I mentioned in my letter to you on January 11, 2011, Green Mountain Power and Vermont Electric Cooperative, Inc. (“VEC”) would like to acquire an easement across your property for an upgrade to the transmission line from Lowell to Jay, Vermont (the “Project”). However, we have not been able to secure your easement at this time; perhaps because we have been unable to schedule a conversation with you or because you may still have questions about the Project.

In an effort to obtain an easement on your property (parcel 12-03-30) without going through the condemnation process, I am authorized to extend to you an offer in the amount of Six Hundred and Fifty Two Dollars (\$652.00) at this time. We believe this amount fairly compensates you for the easement rights, and is worth considering to avoid a condemnation proceeding. I am unable to predict what exact amount the Public Service Board (“PSB”) might award to compensate you if the matter goes to condemnation, or when the PSB proceeding would conclude. That proceeding could be time consuming and expensive, and there is no guarantee that an appraiser would set a value that is any higher than our offer. A mutual agreement regarding compensation would eliminate that uncertainty for both you, Green Mountain Power and VEC. I have attached a draft easement and a property map that illustrates where GMP will construct the new line (new poles are in red and existing poles are in yellow), for your review.

**This offer expires in ten (10) days from the date of this letter, on February 2, 2011 at 5 p.m. Eastern Standard Time.** Please contact me at 802-223-2102, or at [jwilschek@ppeclaw.com](mailto:jwilschek@ppeclaw.com) if you would like to discuss this offer.

Sincerely,

*Joslyn Wilschek*  
Joslyn Wilschek