

GREEN MOUNTAIN POWER CORP  
Form DEFA14A  
July 13, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**INFORMATION REQUIRED IN PROXY STATEMENT**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**GREEN MOUNTAIN POWER CORPORATION**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

- No Fee Required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

Common Stock

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

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(4) Date Filed:

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The following material will be distributed by employees and other advisors of Green Mountain Power Corporation to the retail customers of Green Mountain Power Corporation during several meetings for such customers that will take place on July 13, 2006, July 14, 2006 and July 17, 2006:

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1  
Green Mountain Power  
Acquisition  
Chris Dutton  
President & CEO  
Green Mountain Power Corporation  
July 2006

2

Why is Green Mountain Power  
being acquired by Gaz  
Metro?

We believe joining with Northern New  
England Energy Corporation (NNEEC) and  
Gaz

Metro will enhance our ability to serve  
Vermont customers.

We believe Gaz

Metro brings increased  
financial strength, better positioning GMP to  
deal with challenges of securing  
replacement power contracts and/or  
generating facilities.

3

Who are NNEEC and Gaz  
Metro?

NNEEC is a Vermont corporation and wholly-owned subsidiary of Gaz Metro. It has been the parent company of Vermont Gas Systems since 1986.

Gaz

Metro is a major distributor of natural gas in Quebec and northeastern US, with assets of more than \$2.5 billion (Canadian).

4  
Planned Gaz  
Metro  
organization chart  
Source: <http://www.nneec.com/corp.html>

5

Other Green Mountain Power  
customer benefits

Expect to create GMP Efficiency

Fund. Projects funded may include:

Energy efficiency and DSM

Demand control technologies

Community district heating

Combined heat and power generation

Distributed generation projects



6

Approval Process and  
Schedule

Principal regulatory approvals include Vermont Public Service Board and Federal Energy Regulatory Commission. Expect approximately 12 months.

Needs GMP shareholder approval. Expect shareholder meeting and proxy vote in the fourth quarter of 2006.

GMP will continue to be fully regulated by the State of Vermont, including rates and customer service.

7

The following information is required to be provided by U.S. securities laws:

Additional Information about the Merger and Where to Find It

This communication is being made in respect to the proposed merger transaction involving Green Mountain Power Corporation

( Green Mountain Power

or

the

Company )

(NYSE:GMP),

Northstars

Merger

Subsidiary

Corporation

and

Northern

New

England

Energy

Corporation

( NNEEC ),

a

whollyowned

subsidiary

of

Gaz

Métro  
Limited  
Partnership  
( Gaz  
Métro )  
(TSX-

GZM.UN). *In connection with the transaction, Green Mountain Power will file a proxy statement with the Securities and Exchange Commission ( SEC ). Shareholders are urged to read the proxy statement when it becomes available because it will contain important information about the proposed transaction.*

The  
final  
proxy  
statement  
will  
be  
mailed  
to  
Green  
Mountain  
Power  
shareholders

of  
record  
at  
the  
record  
date  
for  
the

special meeting of the shareholders to be held to approve the proposed transaction. In addition, the preliminary and final proxy statements

and  
other  
relevant  
documents

will  
be  
available  
free  
of  
charge

at  
the  
SEC's  
Internet  
Web  
site,

[www.sec.gov](http://www.sec.gov).

When

available, the preliminary and final proxy statement and other relevant documents also may be obtained at no cost at the Green

Mountain Power Web site, [www.greenmountainpower.biz](http://www.greenmountainpower.biz), or by contacting Dotty Schnure, Green Mountain Power Corporation, 802-655-8418.

Green Mountain Power and its directors and officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect to the proposed transactions. Green Mountain Power's shareholders may obtain information regarding the identity of each participant and a description of each participant's direct or indirect interest in the solicitation from Green Mountain Power's proxy statements and annual reports on Form 10-K previously filed with the SEC and Green Mountain Power's proxy statement relating to the proposed transaction, when it becomes available. The information on our Web site is not, and shall not be deemed to be, a part of this report or incorporated into other filings we make with the SEC.

#### Forward-looking Statements

This communication contains forward-looking statements about Green Mountain Power. Statements that are not historical or current facts, including statements about beliefs and expectations are forward-looking statements. These statements often include the words "may,"

could,  
would,  
should,  
believes,  
expects,  
anticipates,  
estimates,  
intends,  
plans,  
targets,  
potentially,  
probably,  
projects,  
outlook

or similar expressions. These forward-looking statements cover, among other things, anticipated future plans and prospects of Green Mountain Power. Forward-looking statements speak only as of the date they are made, and Green Mountain Power undertakes no obligation to update them in light of new information or future events.

#### Forward-looking

statements

involve

inherent

risks

and

uncertainties,

and

many

factors

could

cause

actual

results

to

differ

materially from those anticipated, including those described in the Annual Report on Form 10-K for the year ended December 2005, of Green Mountain Power, which you should read carefully, as well as the Company's other filings with the SEC. The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed

in  
the  
forward-looking  
statements:

(1)  
governmental  
approvals  
of  
the  
merger  
may  
not  
be  
obtained,  
or  
adverse

regulatory conditions may be imposed in connection with governmental approvals of the merger; and (2) the shareholders of Green Mountain Power may fail to approve the merger.