

CENTRAL VERMONT PUBLIC SERVICE CORPORATION
CORPORATE GOVERNANCE COMMITTEE CHARTER
[formerly, Nominating Committee]

I. Organization

The Corporate Governance Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of The New York Stock Exchange and any other regulatory requirements.

Committee members shall be elected by the Board at the annual organizational meeting of the Board of Directors. Members shall serve until their successors shall be duly elected and qualified. The Committee's Chair shall be designated by the full Board or, if it does not do so, the Committee members shall elect a Chair by vote of a majority of the full Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

II. Purpose

The primary responsibilities of the Corporate Governance Committee are: (i) identifying individuals qualified to become Board members and the director nominees for each annual meeting of the Company's stockholders; (ii) ensuring that the majority of Board members meet the independence requirements of the NYSE and the Securities Exchange Act of 1934; and (iii) developing, periodically reviewing, and recommending to the Board corporate governance guidelines applicable to the Company.

III. Structure and Meetings

The Chair of the Corporate Governance Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Committee will meet as often as it deems necessary or appropriate but at least once a year. The agenda for each meeting will be circulated to each Committee member in advance of the meeting by posting on the Board of Director's Web Site, facsimile transmission, or electronic transmission. One third of the Committee members, but not less than two shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee will keep a record of its meetings and report on them to the Board of Directors.

IV. Goals and Responsibilities

The Corporate Governance Committee shall: (i) develop and recommend to the Board the corporate governance guidelines applicable to the Company, review and reassess the adequacy of such guidelines annually, and recommend to the Board any changes deemed appropriate; (ii) review policies on the size and composition of the Board; (iii) identify possible candidates for Board membership consistent with the Board's criteria for selecting new directors; (iv) facilitate Board performance evaluations on an annual basis; (v) annually recommend a slate of nominees to the

Board with respect to nominations for the Board at the annual meeting of the Company's stockholders; and (vi) recommend nominees to fill vacancies as they occur on the Board (vii) generally advise the Board on corporate governance matters.

The Committee shall also advise the Board on (a) committee member qualifications, (b) committee member appointments and removals, (c) committee structure and operations (including authority to delegate to subcommittees), and (d) committee reporting to the Board. The Committee shall maintain an orientation program for new directors and a continuing education program for all directors.

The Committee will annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

The Committee shall perform any other activities consistent with this Charter, the Company's By-Laws and governing law as the Committee or the Board deems appropriate.

V. Performance Evaluation

The Corporate Governance Committee shall conduct an annual evaluation of its performance. The Committee will assist and facilitate the annual assessment of the Board of Directors and its Committees by providing standard evaluation forms and related support.

VI. Committee Resources

The Corporate Governance Committee shall have the authority to obtain advice and seek assistance from internal or external legal, accounting or other advisors. The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates, including authority to approve such search firm's fees and other retention terms.

VII. Disclosure of Charter

This Charter will be made available on the Company's web site at "www.cvps.com".

Reviewed by the Nominating/Corporate Governance Committee on 12/4/05.

Adopted by the Nominating/Corporate Governance Committee on 12/2/02.

Adopted by the Central Vermont Public Service Corporation Board of Directors on 12/2/02.