

Exhibit A

Amendment to Clean Energy Works Portland Pilot Program Operating Agreement

This Amendment to Operating Agreement ("Amendment") is hereby made and entered into as of July 1, 2010, by and among City of Portland, Oregon, as the Program Developer ("City"), ShoreBank Enterprise Cascadia, as Fund Manager ("SBEC"), and Portland General Electric Company, as the Billing Agent ("PGE"). The City, SBEC and PGE may hereinafter collectively be referred to as the "Parties." Capitalized terms not otherwise defined in the Amendment shall have the meanings assigned to such terms in the Original Agreement (as defined below).

BACKGROUND

The Parties entered into that certain Operating Agreement dated as of December, 2009 (the "Original Agreement") governing the development and implementation of an On-Bill Repayment Service for loans issued in the Pilot to PGE's customers to install energy efficiency measures.

At the time of the Original Agreement, the Parties anticipated that the Pilot would be fully or substantially subscribed by June 30, 2010 and that not less than 50 loans would be issued and enrolled with the Service.

Enrollment in the Pilot was slower than originally anticipated and the Parties wish to extend the timelines set forth in the Original Agreement.

This Amendment sets forth the terms under which the Original Agreement is amended.

AGREEMENT

1. The Parties agree that the reference to June 30, 2010 in Section 3.01(b) of the Original Agreement shall be deleted and replaced with "December 30, 2010." Similarly, the reference to July 31, 2010 as the date by which SBEC will submit Intake Reports is hereby deleted from Section 3.01(c) of the Original Agreement and replaced with "January 31, 2011."

2. This Amendment may be signed in multiple counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

3. Except as modified by this Amendment, the Original Agreement is affirmed and remains in full force and effect.

Executed by duly authorized representatives of the Parties as of the date set forth above.

CITY OF PORTLAND, OREGON

PORTLAND GENERAL ELECTRIC COMPANY

By: [Signature]
Name: Sam Adams
Its: Mayor

By: [Signature]
Name: CHEOLA DILLON
Its: VP Customer + Econ. Dev

SHOREBANK ENTERPRISE CASCADIA

By: [Signature]
Name: Alan Zimmerman
Its: SVP ShoreBank Enterprise Cascadia

APPROVED AS TO FORM
[Signature]
CITY ATTORNEY
7/26/2010