

**FIRST AMENDMENT TO AGREEMENT BETWEEN
THE CITY OF LAS VEGAS AND THE GREEN CHIPS**

THIS FIRST AMENDMENT is made and entered into this _____ day of _____, 2010, by and between the GREEN CHIPS (hereinafter "Green Chips"), a Nevada nonprofit corporation, and the CITY OF LAS VEGAS (hereinafter the "City"), a municipal corporation in the State of Nevada.

RECITALS

WHEREAS, the City and Green Chips entered into an Agreement dated August 19, 2009 which provided a grant of certain funds for the Pilot Program to be administered by Green Chips; and

WHEREAS, the Agreement approved an Expense Schedule for the work to be performed under the Pilot Program; and

WHEREAS, Green Chips has requested that the Expense Schedule be modified in order to adjust the costs of the energy audits and subsequent retrofit improvements.

NOW, THEREFORE, the City and Green Chips agree to amend the Agreement as follows:

1. Section 2.2 of the Agreement, entitled Goals, Audit and Retrofit Expenses, shall be amended deleted in its entirety and replaced with the following:

The goals of the Pilot Program are that an energy audit and retrofit will be performed for two (2) non-profit organizations and for seven (7) homes occupied by low income participants which will be administered by Green Chips. To achieve this, Green Chips will perform the necessary work under the Pilot Program and the City will pay Green Chips up to the not-to-exceed amounts set forth in the attached Exhibit A-1 (Amended Expense Schedule) for the work performed, unless modified by a mutually agreed to written amendment by both parties.

2. Exhibit A, Expense Schedule, to the Agreement shall be deleted and replaced with Exhibit A-1 attached to this First Amendment.

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3. Except as set forth in this First Amendment, the Agreement shall remain valid and in full force and effect.

IN WITNESS WHEREOF, the City and Green Chips have executed this First Amendment by their duly authorized representatives on day and year first above written.

CITY OF LAS VEGAS

By: _____
OSCAR B. GOODMAN, Mayor

ATTEST:

BEVERLY K. BRIDGES, MMC, City Clerk

APPROVED AS TO FORM:

J. Penicella 6/7/10
Date

GREEN CHIPS

By: _____

Title: _____