EnergyTrust of Oregon, Inc.

Approve Discretionary 401(k) Contribution on an Ongoing Basis

December 19, 2008

Summary

Approve Energy Trust's discretionary contribution to the 401(k) plan to continue year-to-year unless the board decides to change it.

Background

- The Energy Trust 410(k) retirement plan is a "Safe Harbor" plan. In exchange for simpler administration, the law requires Safe Harbor plans to have standardized features, including a mandatory 3% employer contribution to each employee's account. Employers may make discretionary contributions above 3%. Each year since Energy Trust began, the board has authorized an additional discretionary contribution of 3%.

- At its December, 2007 meeting, the board asked the compensation committee "by fall, 2008 to oversee a further comparison of 401(k) contribution levels in the context of overall compensation/benefit packages, and consider the advisability of a 401(k) employer matching contribution."

- The committee has reported to the board in executive session (see Energy Trust Bylaws, Section 3.19.1, "Executive Sessions"), on this subject in light of extensive analysis done with assistance from outside compensation and benefits consultants over the past year.

Recommendation

- Authorize a 6% employer contribution (3% mandatory plus 3% discretionary) to the Energy Trust 401(k) plan, to continue year-to-year unless and until the board decides to change it.

RESOLUTION #496

AUTHORIZING EMPLOYER CONTRIBUTIONS TO THE ENERGY TRUST OF OREGON, INC. 401(K) PLAN

WHEREAS:

1. **The Energy Trust 410(k) retirement plan is a "Safe Harbor" plan, which requires a mandatory 3% employer contribution to each employee's account and permits employers to make discretionary contributions above 3%. Each year since Energy Trust began, the board has authorized an additional discretionary contribution of 3%.**

2. **At its December, 2007 meeting, the board asked the compensation committee "by fall, 2008 to oversee a further comparison of 401(k) contribution levels in the context of overall compensation/benefit packages, and consider the advisability of a 401(k) employer matching contribution."**
3. **The committee has reported to the board in executive session (see Energy Trust Bylaws, Section 3.19.1, "Executive Sessions"), on this subject in light of extensive analysis done with assistance from outside compensation and benefits consultants over the past year. The committee recommended that the board authorize a 6% employer contribution (3% mandatory plus 3% discretionary) to the Energy Trust 401(k) plan, to continue year-to-year unless and until the board decides to change it.**

BE IT RESOLVED: That the Energy Trust of Oregon, Inc., Board of Directors authorizes a three percent discretionary employer contribution to the Energy Trust of Oregon, Inc. 401(k) plan in addition to the three percent mandatory employer Safe Harbor contribution, to continue year-to-year unless and until the board decides to change it.

Moved by: Seconded by:

Vote: In favor: Abstained:

Opposed: [list name(s) and, if requested, reason for "no" vote]