

BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

IN THE MATTER OF AVISTA) CASE NO. AVU-U-23-02
CORPORATION’S APPLICATION FOR)
AUTHORITY TO ISSUE UP TO 4,000,000) ORDER NO. 35862
SHARES OF COMMON STOCK)
_____)

On June 30, 2023, Avista Corporation (“Avista” or “Company”) applied to the Idaho Public Utilities Commission (“Commission”) under *Idaho Code* §§ 61-901, *et seq.*, for authority to issue and sell up to 4,000,000 shares of common stock. Application at 1. Pursuant to *Idaho Code* § 61-904, the Commission has 30 days from the filing date to issue an order. After reviewing the record, the Commission approves the Application as discussed below.

BACKGROUND

Idaho Code §§ 61-901, *et seq.* govern the issuance of securities by public utilities. In sum, “when authorized by order of the commission and not otherwise, [public utilities] may issue stocks and stock certificates and may issue, assume or guarantee bonds or other securities payable at periods of more than twelve (12) months after the date thereof . . .”. *Idaho Code* § 61-901. The statutes permit utilities to issue securities for the following purposes: acquiring property; building, completing, extending, or improving utility facilities; improving or maintaining utility service; discharging or lawfully refunding utility obligations; reimbursing money that the utility has expended to accomplish these purposes from income or other money in the treasury that is not secured by or obtained from the issue, assumption or guarantee of securities; and accomplishing any other Commission-approved purpose. *Idaho Code* § 61-901.

To obtain the Commission’s order, the utility must apply and pay a statutory fee. *Idaho Code* §§ 61-902 and -905. The Commission then must dispose of the application within 30 days, absent an earlier finding of good cause to issue a later order. *Idaho Code* § 61-904. The Commission must grant the application unless it finds the proposed issuance would be: (1) inconsistent with the public interest; (2) unnecessary, inappropriate for, or inconsistent with the applicant’s proper performance of its service as a public utility; or (3) for an impermissible purpose. *Idaho Code* § 61-902.

If the utility obtains the Commission’s authorization to issue securities, then the utility may issue the authorized securities for the limited purposes expressed in the statute or allowed by the Commission’s order. *Idaho Code* § 61-901.

APPLICATION

The Company asked the Commission to authorize it to issue and sell up to 4,000,000 shares of authorized but unissued common stock. Application at 1. The requested authorization would be in addition to the authorities in Order No. 35373, Case No. AVU-U-22-01, entered April 19, 2022. The Company represented the securities will be used to improve service and system reliability through utility plan investments; replace aging infrastructure; acquire property; construction projects at its utilities facilities; retire long-term debt; repayment of short-term debt; “reimbursement of moneys actually expended from income or from other moneys in the” Applicant’s treasury for the above reasons, and other purposes as may be permitted by law. Application at 4.

COMMISSION STAFF REVIEW AND RECOMMENDATION

The Commission Staff (“Staff”) reviewed the Application, the requested authority, the requirements of *Idaho Code* §§ 61-901, *et seq.*, and Rule 141 of the Commission’s Rules of Procedure. Staff recommended the Commission approve the Company’s request. At the time of its Application and drafting of Staff’s Decision Memorandum for the July 11, 2023, Decision Meeting, the Commission had not yet received the fees required by *Idaho Code* § 61-905. The Commission received the required fees on July 10, 2023. Staff noted that the requested authority is in addition to Commission Order No. 35373, issued on April 18, 2022 (authorizing the Company to issue and sell up to 3,500,000 shares of previously unissued common stock).¹ Staff confirmed the Company has enough authorized but unissued shares of common stock to meet the Company’s request for both Order No. 35373 and the present Application. Staff also confirmed that the proposed issuance would not dramatically change the Company’s debt-to-equity ratio. Staff recommended the Company be authorized to issue and sell up to 4,000,000 shares of common stock after the required fees were received.

¹ Staff confirmed that 844,787 shares remain unissued that were previously authorized to be issued by Order No. 35373.

FINDINGS AND DISCUSSION

The Company is a Washington corporation qualified to do business in Idaho. The Company is a public utility engaged in the generation, purchase, transmission, distribution, and sale of electric energy and natural gas. The Company is an electric corporation within the definition of *Idaho Code* § 61-119, a gas corporation within the definition of *Idaho Code* § 61-117, and a public utility within the definition of *Idaho Code* § 61-129. The Commission has jurisdiction over the Application under *Idaho Code* §§ 61-901, *et seq.*

After reviewing the Application and all submitted material, we approve the proposed issuance. We find that the proposed issuance is for a lawful purpose and is within the Company's corporate powers, that the Application conforms to Rules 141 through 150 of the Commission's Rules of Procedure, and that the Company has paid all fees due under *Idaho Code* § 61-905.

The Commission's Order approving the issuance is not a finding of fact or a conclusion of law that the particular use to which these funds will be put is approved by this Order. This Order does not constitute agency determination or approval of the type of financing or the related costs for ratemaking purposes. The Commission does not determine the effect of the issuance on rates to be charged by the Company for gas or electric service to consumers in Idaho.

ORDER

IT IS HEREBY ORDERED that the Company's Application for authority for the issuance and sale of 4,000,000 shares of common stock, is granted.

IT IS FURTHER ORDERED that the Company shall file the Report of Securities Transaction required by 18 C.F.R. § 34.

IT IS FURTHER ORDERED that the Company shall file the terms of the proposed issuance of securities, and any subsequent change to the terms, with the Commission within seven days, or as soon as possible, before the issuance occurs.

IT IS FURTHER ORDERED that the foregoing authorization is without prejudice to the regulatory authority of the Commission with respect to rates, utility capital structure, service accounts, valuation, estimates for determination of cost or any other matter which may come before this Commission pursuant to its jurisdiction and authority as provided by law.

IT IS FURTHER ORDERED that nothing in this Order and no provisions of Chapter 9, Title 61, Idaho Code, or any act or deed done or performed in connection therewith shall be construed to

obligate the State of Idaho to pay or guarantee in any manner whatsoever any security authorized, issued, assumed, or guaranteed under the provisions of Chapter 9, Title 61, Idaho Code.

IT IS FURTHER ORDERED that issuance of this Order does not constitute acceptance of the Company's exhibits or other materials accompanying the Application for any purpose other than the issuance of this Order.

THIS IS A FINAL ORDER. Any person interested in this Order may petition for reconsideration within twenty-one (21) days of the service date of this Order. Within seven (7) days after any person has petitioned for reconsideration, any other person may cross-petition for reconsideration. *See Idaho Code § 61-626.*

DONE by Order of the Idaho Public Utilities Commission at Boise, Idaho this 25th day of July 2023.



ERIC ANDERSON, PRESIDENT

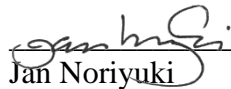


JOHN R. HAMMOND, JR., COMMISSIONER



EDWARD LODGE, COMMISSIONER

ATTEST:



Jan Noriyuki
Commission Secretary

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