



Code of Conduct



The success of our business depends upon
the reputation of our Company and our employees.

*We conduct ourselves ethically and
with the highest level of integrity.*

Our Code – How We Conduct Business



From generating and delivering energy to empowering communities and embracing new technologies, we keep our stakeholders' needs at the forefront of all we do. The success of our business depends upon the reputation of our Company and that of our employees. We must continually earn the trust and confidence of each other, our customers, communities and stakeholders. Each business action and decision provides us with this opportunity.

Avista has a history of innovation and service; one that has been built by creating shared opportunities and value for our Company, our customers and the communities we serve. While the industry continues to transform, we will continue to help shape the future with a focus on providing high quality service, delivering on our core strategies and contributing to our communities in meaningful ways.

In pursuit of this, we must represent Avista and conduct our business with the highest level of integrity. Avista's Code of Conduct ("Code") helps guide our actions and decisions by reminding us each day of who we are and strive to be in all of our business activities.

Avista's Code outlines the behaviors that are expected of all of us, including our officers, members of our Board of Directors and business partners. Leaders at Avista have additional responsibilities. Leaders are expected to demonstrate a steadfast commitment to ethical business practices and to lead by example while ensuring our Code is followed.

Each of us must be familiar with our Code and understand the behaviors that are acceptable. Regardless of your position, violations of this Code will not be tolerated. Honesty and common sense are the best guidelines for assessing whether or not an action is consistent with this Code. When questions arise, you need to speak to your leader or Human Resources Manager for guidance or contact a member of the Ethics and Compliance or Legal departments. An ethical decision making guide and a list of frequently asked questions relating to this Code is also available for reference.

If you have a concern or you suspect misconduct, you have a responsibility to report it. If you are uncomfortable speaking with the groups mentioned above, a Confidential Message Hotline (1-877-861-6690 or www.avistacorp.alertline.com) is available. Rest assured all reported concerns will be investigated and that we have zero tolerance for any form of retaliation against anyone who reports concerns in good faith.

The face of Avista may change over the years, but the hard work, entrepreneurial spirit and customer-focused mindset of our employees is woven throughout our Company and all that we do. We are proud of each and every one of you and thankful for your commitment to each other, our customers and our communities.

Scott L. Morris
Chairman, Avista Corporation

Dennis P. Vermillion
President and CEO, Avista Corporation

Our Values:

- **Trustworthy**
Our word is reliable; we do what is right.
- **Innovative**
We continuously improve and find better ways to get things done.
- **Collaborative**
We are respectful and we are at our best when working together to achieve results.

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Purpose

At Avista, we strive to achieve the highest business and personal ethical standards. Our Code of Conduct outlines the activities and behaviors that are appropriate when conducting business at Avista and sets the expectations for conduct both on and off the job. It provides the foundation for our business decisions and operations. The Code is designed to foster an ethical corporate environment and is intended to be used as a tool to help guide responsible decision making that reflects care for all of our stakeholders.



Compliance

Avista is committed to a culture of compliance -- quite simply, we do what is right, both in letter and spirit. We are faced with many internal and external compliance requirements which we must follow in the course of our daily work. These requirements include laws, rules and regulations that apply to our business as well as internal policies, guidelines and procedures.

Avista's Ethics and Compliance Program provides the framework to ensure compliance within our operational practices in support of our business objectives. It is designed to effectively prevent, detect, and resolve non-compliant business practices and/or violations of law or Company policy.

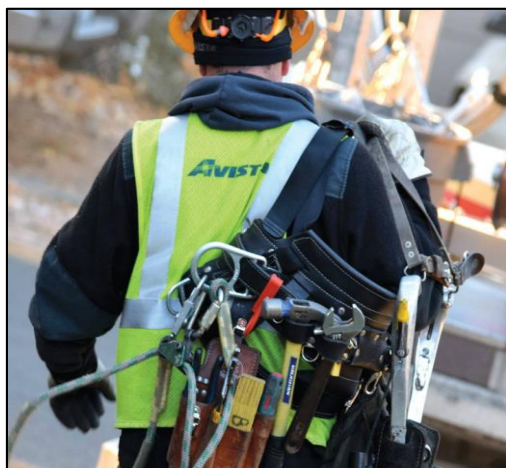
Who This Covers

The Code applies equally to all of us, including our officers and members of our Board of Directors. In addition, the Code applies to our business partners – suppliers, contractors, consultants, agents and others working with or on behalf of Avista. Everyone has the same obligations and responsibilities to follow this Code.

Questions & Resources

Avista's Code is not a complete guide to every legal, ethical or policy issue that may arise. And while Avista relies on each of us to apply our own personal judgment in carrying out our duties, there will be times when we will have questions about how the Code applies to us or whether a particular action will be in compliance with this Code.

If you have questions relating to this Code, you should speak to your leader or Human Resources Manager for guidance or contact a member of the Ethics and Compliance or Legal departments. A helpful guide for **Making Ethical Decisions** and a list of frequently asked questions are also available.



Speaking Up

Compliance with Avista's Code is everyone's responsibility. Upholding our well-earned reputation as an ethical and credible company is a commitment we all share. You have an obligation to communicate your concerns promptly, truthfully, and in good faith so that the Company can respond appropriately before it becomes a violation of law or a risk to health, security or the Company's reputation. You should feel comfortable raising issues, asking questions and reporting any actual, potential or suspected violations.

***Speak Up and Raise Concerns
Seek Answers to Your Questions***



Confidential Message Hotline

Avista's Confidential Message Hotline provides an anonymous way to raise misconduct concerns.

You may reach our Hotline at
www.avistacorp.alertline.com
or 1-877-861-6690



Reporting & Raising Concerns

Avista depends on you to make the right decisions and to feel empowered to speak up. If you observe or become aware of behavior that concerns you or that may represent a violation of our Code, you must raise the issue promptly.

You are encouraged to discuss your concerns with your leader. Often this conversation alone will provide the additional information needed to answer your questions. It may also initiate any required corrective actions.

If you are uncomfortable talking with your leader, you may raise your concern to a Human Resources Manager or an Ethics and Compliance Manager. As an alternative, you may use Avista's Confidential Message Hotline to leave an anonymous message.

***By acting with integrity and embracing
ethical business practices, you're doing
your part to protect Avista's reputation
and support our culture.***



Anti-Retaliation

Avista is committed to protecting the rights of individuals who report their concerns. Retaliation against anyone who speaks up in good faith to report an actual, potential or suspected violation of this Code is strictly prohibited.

Retaliation may take on many forms, including actual harm or physical intimidation, verbal abuse, threats or derogatory comments, disclosure of confidential information, spreading negative gossip, and exclusion from work activities.

If you feel that you have been retaliated against, contact your leader, Human Resources Manager or an Ethics and Compliance Manager. You may also report concerns to our Confidential Message Hotline.

Whether directed at an individual who may have raised concerns or others who have participated in a Company investigation, retaliation will not be tolerated and such actions are subject to disciplinary action which may include termination.

Violations

You are required to become familiar with this Code and to integrate these expectations into every aspect of your performance.

Violations of this Code, Company policies or any applicable laws relevant to our roles at Avista will not be tolerated and you will be subject to disciplinary action, which may have consequences up to and including termination. Such violations may also result in criminal and/or civil liability.



Code in Action Company Investigations

In the event you are asked to participate in an investigation:

- Your full cooperation is required and any intentional deception or dishonesty will be treated as a violation of this Code and subject to discipline.
- Rest assured that your involvement and the information you provide will be treated confidentially.
- Retaliation against you based on your participation will not be tolerated.



Additional Responsibilities for Leaders



Avista's leaders are expected to lead by example and demonstrate a steadfast commitment to ethical business practices

Avista leaders are expected to hold themselves to the highest standards of ethical conduct and serve as role models to the rest of the Company. Leaders are responsible for upholding Avista's Code and integrating ethical and lawful conduct into the areas of operation under their supervision. This includes ensuring that our Code is understood and followed in their work groups.

Our leaders are knowledgeable and reliable sources for questions relating to the Code. They are expected to provide a positive, productive and safe working environment where employees and others feel comfortable raising questions or concerns without fear of reprisal.

Leaders are also responsible for promoting employee commitment, encouraging high performance, setting clear expectations and providing appropriate support and timely feedback to employees who report to them. This includes responding to concerns, providing guidance, reporting and addressing any issues of unethical behavior.

At Avista, our leaders include those individuals with managerial responsibilities who supervise direct reports. If you manage projects or oversee contractors, you are also considered a leader.



Code in Action Leading by Example

- Lead by example.
- Communicate the importance of ethics and integrity.
- Reinforce the expected behaviors outlined in our Code.
- Incorporate ethics and compliance principles into performance reviews.
- Create an open environment; encourage your group to speak up and ask questions.
- Take prompt corrective action if needed.
- Follow the Code when making decisions.
- Ensure that your group has completed the Code and other Core Policy training.



Avista leaders are required to immediately inform their leader, Human Resources Manager, or the Chief Compliance Officer of any actual, potential or suspected violations of this Code or other Company policies.

Leaders who fail to report misconduct that they know about (or should have known about), may be subject to discipline up to and including termination of employment.

Chief Compliance Officer: Greg Hesler / greg.hesler@avistacorp.com / 509-495-2208

The success of our business depends upon our reputation.

Together, we will continue to earn the trust and confidence of our employees, our customers and the communities we serve.

Our Workplace



**Our workplace is safe and productive;
*we value and respect each other.***

Safety in the Workplace

Safety is vitally important at Avista. As employees, each of us must place the highest emphasis on our own personal safety, the safety of co-workers and that of the general public before making decisions or taking action. Each of us has a personal responsibility to create and maintain a safe work environment. We must perform our work in the safest possible manner and consistent with established safe work practices. We should also recognize that in many cases our compliance programs go above and beyond the health and safety regulations that are required of us.

We believe that every person plays a vital part in safety at Avista. By approaching the task at hand with a safety-first mindset, we will demonstrate the type of safety leadership and accountability we expect from all employees of Avista.

The **Incident Prevention Manual** outlines our safety commitment and expectations as well as safety rules and practices for our different operating units. We are all responsible for knowing and following these safety practices.



Vehicle Use Policy

Our **Vehicle Use Policy** is designed to ensure the safety of employees and the public while driving during the course of doing business. It outlines expectations for the use of Company-owned or rented vehicles and the use of personal vehicles for Company business. We are all responsible for understanding this policy and providing acknowledgment on an annual basis.

SAFETY

for family. for work. for life.



We have adopted an **Authorization to Stop Work** which gives all employees the authority to stop work without fear of reprimand or retaliation if the work situation presents a danger to you, your co-workers or the public.

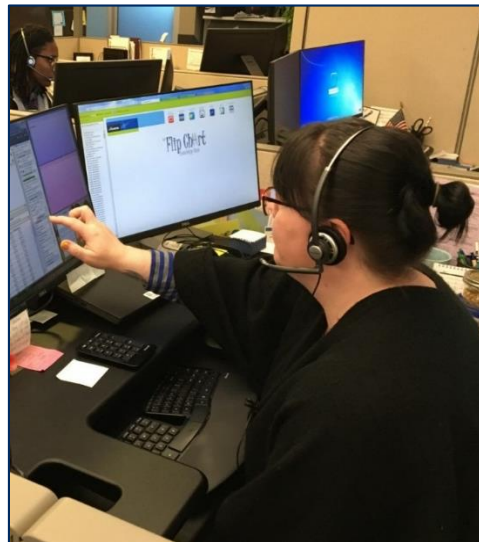
As safety leaders, we all have a role in ensuring the safety of ourselves and those around us. We have a responsibility to question, challenge, and rectify any situation that we feel is not in compliance with established safety policies and safe practices. We should immediately report any unsafe condition or unsafe act to our leader, a member of the Avista Safety Department, or to a Human Resources Manager.

Anti-Harassment & Non-Discrimination

Avista is committed to a work environment where all individuals are treated with dignity and respect. We act in a manner that values the background, experience, perspective and talent of each individual. We strive to create an inclusive environment that promotes equal opportunities and is free from discrimination, harassment and retaliation.

You are responsible for ensuring that discrimination or unlawful harassment does not occur within your work area as well as reporting such instances if they do occur. Leaders are held to a higher level of responsibility with regard to reporting violations. Humiliating, insulting, degrading or spreading malicious gossip about someone else in our workplace will not be tolerated.

Protecting our workplace is everyone's responsibility. If you witness harassment or discrimination or believe that you have been a victim, we need you to act promptly by reporting complaints or concerns. Rest assured that retaliation against anyone for reporting such concerns will never be tolerated.



Code in Action *What is Discrimination?*

The unfair or unequal treatment of an individual based on his or her:

- Race
- Religion
- Color
- Sex (including pregnancy)
- Sexual Orientation
- Gender Identity or Expression
- Marital Status
- Age
- Disability
- National Origin
- Any other classification protected by law



Equal Employment

Our employees are a key source of our competitive edge. We are enriched by the diversity of our employees and are committed to maintaining an environment of acceptance and inclusion for everyone in all aspects of our daily operations.

We strongly support and recognize our responsibility to provide equal employment opportunities to all qualified individuals. We are also committed to fair hiring and employment practices.

We promote and value diversity in all areas of recruitment, employment, training and promotion.

Our Workplace



Fitness for Duty

An energetic and motivated workforce is key to our success. We are accountable for our work and our results; and we are committed to giving our full effort in everything we do. In support of this, you are required to come to work ready and able to perform your work responsibilities free from the effects of drugs or alcohol throughout the entire time you are working. Employees who are not fit for duty present a serious safety risk to themselves and to others.

You are expected to be familiar with and follow our **Fitness for Duty Alcohol & Controlled Substances Core Policy**. This Policy outlines our goals and your requirements while at work in order to maintain a positive, productive and safe work environment.



Additional Leader Responsibilities

Leaders are responsible for understanding and applying the **Fitness for Duty Alcohol & Controlled Substances Core Policy** so that they are able to monitor the attendance, performance and behavior of their employees.

Leaders are expected to complete the Supervisor Training for Reasonable Suspicion and Drug Awareness training course. This training equips leaders to properly recognize and respond when performance appears to be unsafe, ineffective or inappropriate, or the behavior conflicts with the requirements of this Core Policy.

Employee Assistance Program (EAP)

We are committed to excelling as a high performance organization in order to meet the challenges and demands of today and into the future. For employees who may have a personal concern or issue affecting their life, assistance is available through our Employee Assistance Program (EAP). Our EAP is run by an outside agency that provides personal, voluntary and confidential assistance at no cost to eligible employees, their dependents and household members.

You are encouraged to seek assistance before a concern or issue becomes serious, including alcohol and drug use, marital and family issues, financial difficulties, emotional concerns and work stress. To learn more about the benefits provided through our EAP, refer to **Avista's Employee Assistance Program** webpage.

Workplace Anti-Violence

We are committed to providing a safe, secure and productive work environment that is free from aggressive, threatening, or violent acts. Any sort of inappropriate conduct or threatening behavior will not be tolerated, even if made in a seemingly joking manner. Dangerous weapons that can or have the potential of being used for the purpose of injuring another individual are strictly prohibited from any Avista building or Company owned or leased vehicle, except as provided by the **Workplace Anti-Violence Core Policy**.

Our best line of defense against workplace violence is for each of us to be aware of our surroundings. If you encounter a threatening person or situation, call 911 immediately. In other cases, if you observe an individual exhibiting inappropriate or unusual behavior, it could be a sign of a potentially dangerous situation and you must immediately inform your leader or Human Resources Manager.

If you see something, say something.

If you encounter a threatening person, call 911 for assistance.

Never attempt to challenge or disarm the individual.

Examples of Dangerous Weapons

- Firearms
- Knives with blades over 3" long
- Daggers
- Switchblades, Swords
- Bows and arrows
- Brass knuckles
- Martial arts devices
- Striking or clubbing instruments
- Explosives or blasting caps
- Electronic stun devices



Examples of Threatening Behaviors

Verbal or physical behavior at the worksite or potentially affecting the worksite:

- **Verbal** -- threats, harassment, abuse, and intimidation
- **Non-Verbal** -- intimidation and threatening gestures
- **Physical** -- hitting, touching, pushing, shoving, and kicking
- **Other** -- arson, sabotage, vandalism, bombing and stalking



Safety & Security Tips

Do your part to keep our workplace safe and secure:

- Be aware of your surroundings
- Wear your badge at all times
- Report suspicious people / packages
- Separate your badge and access card
- Prevent tailgating at gates / entrances
- Obey alarms and safety instructions
- Question individuals that seem out of place or are unknown to you

Our Workplace

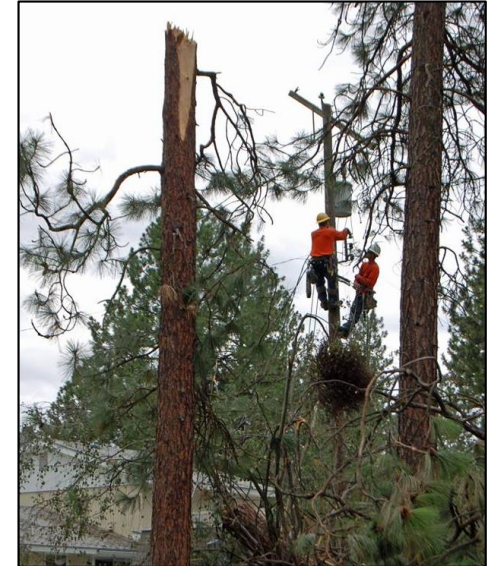


Personal Conduct

Each of us is personally responsible for supporting our Code of Conduct. While working, you are required to devote your time and efforts to Avista's business interests.

You are expected to conduct yourself in a courteous and professional manner that avoids damaging or potentially damaging our reputation. This encompasses both on and off duty behaviors both domestically and abroad.

You are expected to uphold publicly acceptable standards of conduct during the course of normal work, while participating in civic or charitable causes, and while on personal time. You should avoid those activities or situations which have the potential to create damage or give the appearance of misconduct.



Code in Action Personal Conduct

Whether on the job or personal time, we are often recognized within our communities due to the nature of our work, the Avista logo on our clothes, or the Company vehicle that we may be driving.

You should be aware of your actions at all times and avoid those activities that have the potential to create damage to Avista's reputation.



Workplace Gambling

While on Company property or while conducting Company business, you are not allowed to participate in any form of gambling for money or other items of value. Avista prohibits the use of our computing networks or any Avista supplied electronic devices, such as computers, tablets and mobile phones, to access gambling sites or to engage in any gambling activities. These restrictions include, but are not limited to, sports betting, fantasy sports, raffles, lotteries, cards and dice games and online gaming or gambling websites.

Our Business Practices



**Our business practices guide our decisions;
*we conduct ourselves with integrity.***

Our Business Practices

Proper Use of Company Assets

You have a responsibility to safeguard our Company assets and ensure they are being used properly, safely, efficiently and for business purposes only. You are expected to take great care to protect the equipment, tools, supplies and materials you use from loss, damage, theft, misuse or waste. When assets are no longer useful, we dispose of them in a proper manner.

Company assets also include non-physical items and resources such as strategies, inventions, developments, and ideas about how to perform our work. These non-physical assets must also be protected and used only for the benefit of Avista.

Safe & Secure Technology Resources

Watch out for phishing scams
Protect sensitive data
Ignore unsolicited emails
Be wary of email links and attachments
Never leave your devices unattended
Do NOT store confidential information on removable media



Examples of Company Assets

- Office Equipment, Materials and Supplies
- Facilities, Equipment and Tools
- Vehicles and Trailers
- Software and Hardware
- Developments, Inventions, and Improvements
- Authored Work, Computer Programs, Concepts or Other Ideas
- Intellectual Property



Proper Use of Technology Resources

To ensure that our technology is secure and to protect us and our business partners from illegal or damaging actions, we must be vigilant and follow the guidelines outlined in our Security Awareness Training and further detailed in our **e-Tools Core Policy**.

Our technology is a Company asset that is provided for use in connection with your job duties. Avista prohibits the use of Technology Resources for any inappropriate or unlawful purpose and in any way that violates Avista's policies, violates the law or has the potential to damage Avista's image or business interests. All forms of electronic communication, whether business or personal in nature, that are created in the course of our operations using Avista's technology resources may be retained or reviewed internally, externally and during legal proceedings. This includes your emails, data, facsimiles, recorded telephone conversations, social media posts, instant messages, and any other forms of communication regardless of topic.

The **e-Tools Policy** includes personal devices used to access Avista's Technology Resources. You should not have any expectation of privacy or exemption from review. If you want to keep something private, you should not use Avista's Technology Resources.

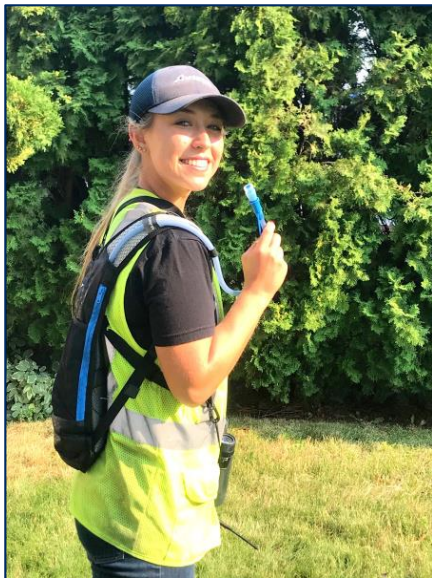
Our Business Practices

Conflicts of Interest

We are committed to conducting business in a manner that ensures Avista's business decisions are not influenced by personal interests. You are expected to act at all times in the Company's best interests and to exercise sound judgment free from personal interests. You have a duty to ensure that nothing you do interferes, or appears to interfere, with your ability to make objective business decisions on behalf of our Company.

A conflict of interest can arise when you have competing loyalties and you take action or have personal or financial interests that make it difficult to perform your work objectively or that bring into question your ability to act in the best interest of Avista. In some cases, your family interests or the activities of family members may create a conflict of interest when it interferes with your ability to make sound, objective business decisions on behalf of Avista.

If you believe you may have a possible or actual conflict of interest, you have an obligation to discuss it immediately with your leader. Additional information is provided for the more common examples of conflicts of interest. Having a conflict of interest is not necessarily a Code violation, but failing to disclose it is.



Conflict of Interest Considerations

- Do my outside interests influence or appear to influence my ability to make sound business decisions?
- Do I stand to benefit from my involvement?
- Does a friend or relative of mine stand to benefit?
- Could my participation in this activity interfere with my ability to do my job?
- Is the situation causing me to put my own interests ahead of Avista's interests?
- If the situation became public knowledge, would I be embarrassed? Would Avista be embarrassed?

Corporate Opportunities

You may not take advantage of business or investment opportunities you become aware of through Avista. Any opportunities which are discovered through your work at the Company belong first to Avista except as otherwise agreed to by Avista.

You may not use your position, confidential information or Company resources for your personal benefit.

Financial Investments

In general, investments made by us or by our immediate family members in publicly-traded or privately-held businesses will not create a conflict of interest. Investments that may create a conflict of interest include investments in businesses or organizations with whom the Company competes or does business such as a supplier, customer, or business partner. If you have discretionary authority in dealing with a company as part of your job or you own more than one percent of the issued and outstanding equity securities, you must obtain approval of Avista's General Counsel.

Outside Activities

We are encouraged to contribute to our communities and professional organizations and we may engage in activities or do work outside Avista provided it does not interfere with our ability to do our job at Avista. Depending on the circumstances, approval may be required from your leader and Avista's General Counsel if Avista competes with or does business with the organization. Similar approval may be required for speeches and presentations outside the Company if the presentation describes your work with Avista or you are formally identified as an employee of Avista and you will receive payment or expense reimbursement for the activity. You should speak to your leader or Avista's General Counsel if you have questions about outside activities.

Board Appointments & Advisory Roles

Employees should avoid accepting board appointments or advisory positions with Avista's competitors or business partners when your judgment could influence, or appear to influence, your decision making. Approval by Avista's General Counsel is required to serve for any for-profit organization. Approval is not required for charitable or other non-profit institutions or trade organizations. You should discuss these opportunities with your leader.

Personal Relationships

Avista allows relatives and others with close relationships to employees to be employed by Avista provided that such employment does not interfere with Company operations or create a conflict of interest. Employees are expected to be familiar with and adhere to the Company's **Employment of Relatives and Personal Relationships Guidelines** which are designed to ensure the equitable treatment of employees and limit the appearance of impropriety that may be created in decisions impacting relatives and others with close relationships to employees.

Potential Conflict of Interest Situations

- **Financial Interests** – Owning a financial interest in Avista's suppliers, customers, competitors or other business partners
- **Outside Activities** – Performing work (paid or unpaid) for a third party that affects your performance, judgment, or ability to devote time and attention to your regular duties.
- **Representation** – Serving or advising on a board, speaking engagements, or personal endorsements of products, services, political candidates or organizations on behalf of Avista.
- **Working with Others** – Conducting business with firms owned, partially owned or controlled by an employee or an employee's relatives.
- **Corporate Opportunities** – Taking advantage of business or investment opportunity you become aware of through Avista.
- **Gifts & Entertainment** – Cash (or cash equivalents), gifts, discounts, meals and entertainment from suppliers, potential suppliers, customers or competitors.
- **Avista Resources** – Using Avista property, materials, supplies, funds or other resources for personal purposes.
- **Personal Relationships** – Hiring, promoting or transferring an employee who would be working directly for or supervising relatives or others in personal relationships.

Our Business Practices

Confidential Information

Confidential and proprietary information generated by Avista is an important Company asset that we must treat with care and protect from disclosure to any person or entity unless authorized by the Company or legally mandated. This includes the confidential information of our business partners, suppliers, customers or others related to our Company.

While some confidential information may be specifically labeled as confidential or proprietary to Avista, other non-public information that has not been released to the public must also be treated as confidential.

You may not make share confidential information or make unauthorized copies and you should be mindful of casual conversations in public that may be overheard by others. Confidential information acquired during the course of your employment with Avista, may not be used for your personal benefit. Your obligation not to disclose confidential information continues even after your employment or working relationship with Avista ends.



Risks of Disclosing Confidential Information

- Reputational damage to our Company
- Financial harm to Avista or loss of our competitive position
- Negative impacts to our business operations
- Violation of a confidentiality agreement with another party

Employee Information

We respect the privacy of each other and we are committed to protecting sensitive employee information in a confidential manner. This includes personal medical, family and financial information during and after your Avista employment.

Only authorized personnel have access to your sensitive information for legitimate business purposes. Rest assured that your personal data is kept private and securely stored.

Customer Information

We are committed to safeguarding the privacy of customer information at Avista. In order to serve our customers, we collect and store private customer information such as name, address, phone, type of service, personal identifiers and payment history. You must treat this information as confidential and may use it only for internal business purposes.

Only authorized and trained personnel are allowed access to customer account information which is stored and processed in our secure computer facilities.



Examples of Confidential Information

- Trade secrets, copyrights
- Intellectual property
- Ideas, techniques, inventions
- Data, designs, drawings, specs
- Research, processes, procedures
- Financial information
- Business strategies
- Employee Personal, Medical and Compensation
- Customer Information



Our Business Practices

Intellectual Property & Invention Assignment

Intellectual property rights (our trademarks, logos, copyrights, trade secrets, patents and “know how”) are some of Avista’s most valuable assets. You have a responsibility to clearly understand Avista’s policies on invention and ownership and to safeguard Avista’s intellectual property from unauthorized access or disclosure. You are also expected to respect the intellectual property rights of others and avoid unauthorized use. You should seek advice from the Legal Department before you solicit, accept or use proprietary information.

Consult with your leader or the Legal Department if you have any questions or concerns regarding how to identify, report, handle, or protect Avista’s intellectual property.

*You play an essential role in
protecting our Intellectual Property*

Intellectual Property Examples

- Discoveries and developments
- Inventions and ideas
- Concepts and designs
- Processes and improvements
- Computer programs
- Formulas
- Business Plans



Information and Records Management

Information and records, whether confidential or non-confidential, are valuable assets to our business. They are important to provide evidence of Avista’s business activities, decisions, operations and transactions to meet our business, financial reporting and legal needs. This includes all information, data, communications and documents created or received by Avista and stored on paper, photographic media or electronic media.

If you produce, receive, or store records of any type, it is your responsibility to ensure proper creation, retention, and destruction of those records in compliance with legal and regulatory requirements as well as Avista’s **Records Retention Policy**. You are responsible for maintaining the confidentiality of our records and their sensitive information throughout the record life cycle.

It is unacceptable to prepare records or reports that intentionally mislead, omit or delete important information from the record. It is also against Company policy to intentionally and unlawfully destroy, mutilate, alter or conceal any evidential records.

Our Business Practices



Accounting & Financial Records

We have a responsibility to maintain accurate records of Avista's transactions in a timely manner and with reasonable detail to provide a fair and true view of the Company's financial position.

To do this, you are expected to follow our **Regulatory Accounting Guidelines and Policies** as well as applicable laws, rules and regulations that govern our accounting practices and reporting.

You have a responsibility to:

- *Accurately record all income, expenses, assets and liabilities*
- *Understand and follow Avista's internal controls*
- *Never make false or artificial entries*
- *Report any irregularities or instances of fraud*



Code in Action Subsidiary Interactions

If you are asked to support the operations of a subsidiary, you must record your time and any expenses that you incur directly to the subsidiary and not to Avista Utilities.

Expenses associated with our subsidiaries should never be passed on to our Avista Utilities' ratepayers as these costs are not related to their energy services.

There are strict rules governing such subsidiary interactions. Our public utility commissions may investigate these matters in an effort to ensure and protect the interests of our utility ratepayers.



Subsidiary Interactions

We must ensure that only legitimate business costs associated with providing energy services are passed along to our customers in their energy rates. Business interactions between Avista and its subsidiaries, such as Alaska Electric Light and Power, must be recorded to accurately reflect all time and material costs to the appropriate company in order to avoid misallocation of costs between the entities. Additionally the existence of contracts or services between Avista and any affiliate or subsidiary are subject to regulatory reporting requirements. You should be familiar with the requirements outlined in the **Reporting of Affiliated / Subsidiary Interest Contracts or Services**.

Travel & Expense Reimbursement Guideline

You are required to follow our **Travel and Expense Reimbursement Guidelines**. Avista reimburses employees for the actual costs of reasonable expenses incurred during the normal course of work.

All business expenses must be accurately categorized and submitted through our expense and reimbursement process.

Insider Trading

It is important that you understand that insider trading activities are illegal and carry severe consequences. In the course of your work, you may have access to non-public information regarding Avista, our customers, or our vendors that has not been released to the public. In addition, the information may be considered material if a reasonable investor would consider it important in deciding whether to buy, hold, or sell stock.

You may not use this information, either personally or on behalf of others, to buy or sell Avista stock. Likewise, you may not buy or sell the stock of others companies if you have insider information about that company.

Tipping is also a violation of these insider trading laws. Tipping can occur if you provide someone else with non-public information and that individual buys or sells stocks based on the information that you provided.



Examples of Non-Public and Material Information

- Non-public financial results or projections
- Advance notice of senior management changes
- Pending or proposed mergers or acquisitions
- Unannounced stock split or offering of additional securities
- Actual or threatened litigation or resolution of such litigation.



Fair Disclosure

Only those employees who have been trained and who are authorized as part of their normal work responsibilities are allowed to communicate with the investment community. Not only is this to ensure consistent and accurate messages, but is also designed to comply with legal requirements.

Our **Policy on Fair Disclosure** requires that any non-public and material information that is to be disclosed to the investment community needs to also be disclosed to the public at the same time.

Waivers of our Code for members of our Board of Directors or officers will only be made by the Board of Directors or a Board committee to which the responsibility has been delegated, and will be promptly disclosed to the investment community and the public.

Our Relationships



**Our relationships earn trust and create value;
*quite simply we do what's right.***

Our Relationships



Public Safety

Our communities rely on us to provide safe and reliable energy services. To ensure public safety, we have developed several safety related policies and public facing programs designed to prevent, detect and respond to potentially hazardous situations.

From our hydroelectric dams to our substations, overhead electrical lines, or underground electrical and gas lines, we all play a role in ensuring that the public is kept well informed and safe.

While working in the field or with the public, if you encounter a situation where someone is unaware of a potential safety issue, you are required to speak up and alert the individual about the potential safety concern. You must ensure that they understand the risks and dangers at hand and that you provide them with directions about how to acquire additional safety related information.



**Know what's below.
Call before you dig.**

Environmental Stewardship

Our environmental work is as core to our business as the wires and pipes that deliver energy to our customers. Environmental stewardship has always shaped our operations. We strive to protect and enhance the environment by conducting our business in ways that honor the integrity of the natural resources in the areas we serve.

We design, build and operate our facilities to make efficient use of resources, promote sustainability, prevent pollution and avoid, reduce or mitigate environmental impacts. Avista's **Environmental Guidelines** describe our environmentally-responsible approach to business planning, compliance, pollution prevention, emergency preparedness and response, natural and cultural resource management, communication, employee training, community relations and continuous improvement. We set environmental objectives, monitor our performance and implement and improve our programs.

Avista strives to surpass environmental laws and regulations in practicing practical stewardship in the best interest of the environment and our communities. As employees, we all support this commitment to protecting human health and the environment throughout the course of our work.

To Report an Environmental Concern or Spill:

Spill Report Phone: **(509) 998-0996**

Our Relationships

External Communications

Information that we provide to our external stakeholders must be open, authentic, credible and professional. To ensure that consistent and accurate messages are being delivered, information must be communicated through authorized individuals and official communication channels. All media relations and media contacts are coordinated with External Communications. You should not speak on behalf of the Company unless you have been trained and authorized to do so. If you are contacted by the media or another external party regarding Company information, you should refer them to our External Communications department.



Social Media Examples

- Social networking sites
- Video and photo sharing websites
- Web logs
- Blogs or micro-blogging sites
- Personal web sites
- Forums and discussion boards
- Online encyclopedias
- Web sites that allow users to use simple publishing tools



Social Media

Social media is any internal or external technology platform that allows individuals to create and share content and post comments. While you are encouraged to use social media for communicating and collaborating, you must take special care to avoid releasing confidential or non-public information about Avista. Remember that unless it has been released to external parties through a press release, or is available on our websites, the information is considered non-public.

You are expected to understand our Social Media Guidelines and ensure that your social media use is consistent with these Guidelines whether for internal, non-official Company communication or external personal use.

Regulatory Commission Communications

Regulatory interactions and communication are coordinated through the Regulatory Affairs Department in order to provide continuity and consistency and to meet the needs of the regulators as promptly as possible.

There may be times when employees have a need to communicate with a regulator. On those occasions, it is important that you work with Regulatory Affairs as outlined in the **Coordination of Regulatory Communications** to provide adequate and accurate information and to work toward the best possible outcome for all of our stakeholders.

Legal and Regulatory Proceedings

When we are involved in legal or regulatory proceedings, we are not permitted to discuss these matters with those individuals who will be involved in the final decision making of the case itself. This may include administrative law judges, judges, regulatory commissioners and their advisory staff among others.

The intent of these *Ex Parte Rules* is to avoid the appearance of influence and to ensure that all parties are afforded the same opportunity to participate in these information exchanges. You are required to seek guidance from our Legal department if you have any questions about these legal requirements.

Our Relationships

Fair Dealing

We are committed to treating our business partners with respect. All of us are required to act honestly, fairly and in good faith in any dealings with our customers, suppliers, competitors, employees and others.

Furthermore, engaging in any illegal or unethical business practices is strictly prohibited. This includes taking advantage of anyone through misrepresentation of material facts, manipulating or concealing information, abusing privileged information, or any other unfair dealing practice.

In other words, we will treat others as we would expect to be treated. Any information that we obtain about our competitors, suppliers or others, including any former employees, will be gathered through ethical and legal means and the confidentiality of such information shall be respected.

Foreign Corrupt Practices Act (FCPA)

All of our dealings on behalf of Avista are conducted in a transparent manner that does not compromise the integrity or harm the reputation of Avista. We are committed to conducting our business in compliance with anti-bribery and anti-corruptions laws. Even if permitted by applicable legislation or if customary in a jurisdiction, you are prohibited from engaging in activities which would violate anti-bribery laws such as the making of facilitation payments and offering, authorizing or paying bribes to foreign officials or agents in exchange for obtaining or retaining business.

If you are engaged in domestic or international activities on behalf of Avista, you are expected to understand the applicable legislation and ensure all related transactions undertaken by Avista comply with these laws as outlined in the **Foreign Corrupt Practices Act (FCPA) Policy Guidelines**.



We will never ask anyone to engage in any activity that breaks the law, violates any regulatory rule, or is contrary to the values and expectations outlined in this Code.

Working with Suppliers

When working with suppliers, you may never:

- Provide anything of value in exchange for proprietary or confidential information.
- Take receipt of any illegally obtained information.
- Use illegally obtained information to the disadvantage of our business partners.
- Publicly endorse products or services or the firms or individuals who supply them without advance approval from Supply Chain and Legal.



Our Relationships

Gifts and Entertainment

Suppliers, vendors and others who do business with us are vital to our Company's success. To keep our relationships with them fair, honest, and objective, we avoid conflicts of interest. While most gifts and entertainment offers are harmless gestures made in the spirit of giving especially during holiday seasons, they can lead to potential trouble by creating the appearance of an obligation to the gift giver.

You should not offer, accept, or request gifts from other parties regardless if it is for yourself, your family, your friends, or for a charitable organization.

If you are in a position to influence buying decisions for goods or services, you may be especially vulnerable to such potential conflict of interest, whether real or implied. You are expected to make sound, unbiased, and objective decisions on our behalf. This includes anyone with responsibilities for the following type of work:

- Establish criteria or specifications for procurement of goods and services
- Qualify, evaluate, recommend or select suppliers or contractors
- Receive, inspect, or accept goods or services on behalf of Avista
- Manage projects and/or review supplier performance
- Price, sell, or negotiate the sale of Avista goods or services



Code in Action If You Receive a Gift

A gift is basically anything of value. If you receive one, you are expected to:

- Return it if at all possible
- Donate the item to charity.
- Place plants or flowers in central locations for all employees to enjoy
- Share food gifts with other employees



Accepting Gifts

You may come into contact with customers or members of the community who want to thank you for a job well done.

If someone offers you a thank you gift, you need to politely decline the offer, explain that you are just performing your job, and that you cannot accept gifts or tips.

A cup of coffee and a donut while working in the field is acceptable, but accepting a pair of tickets to a sporting event is not.

Our Relationships



Charitable Participation

We pride ourselves on our commitment to being a responsible corporate citizen and look for opportunities to give back to our communities. The **Avista Foundation** serves as our primary charitable vehicle, focusing on grants that strengthen our communities and enhance the quality of life for the people that we serve.

You are encouraged to consider donating some of your personal time, talents and energy by serving our communities in a volunteer capacity. When volunteering, please remember that you cannot represent the Company in any related transactions or make any commitments on our behalf.

Likewise, your personal volunteering may not interfere with your normal work responsibilities, nor may you use Company assets to carry out your volunteer activities. There may be exceptions to these restrictions during Company sponsored volunteering efforts, so please check with your leader.



[View the Avista Foundation](#)

Political Participation

Avista is an active participant in the democratic process and pays close attention to political matters that may impact the communities in which we serve. We encourage everyone to participate in the political system and to speak and vote your own views.

If you seek or obtain any political related commitments, they cannot interfere with your normal work responsibilities, are you authorized to speak on behalf of the Company in any political activity or role.

Likewise, you may not use Company funds or assets for personal contributions of any kind to a political party or candidate for public office. This includes offering a gift, loan, favor or special service with the intent to influence a government official or process.

Rest assured that we will never apply pressure on anyone for personal contributions or services in pursuit of a political activity.



Ethical Decision Making

Our Code of Conduct is not a complete guide to every legal, ethical or policy issue that may arise – there are simply too many possible scenarios and unique circumstances that we face during the course of our work for this Code to cover. We expect you to rely on your own good judgement to translate our Code from words to actions when you are faced with challenging issues. You should be alert to signs that you or your co-workers need assistance in determining the right course of action. When this happens, you need to seek additional guidance from your leader, Human Resources, Ethics & Compliance or the Legal department. The following guide may be useful if you have any questions about the steps to take.



1 Stop

Acknowledge your instincts if this decision feels different from other problems that you have faced. Take time to consider your options, do not rush.

2 Reflect

Consider the possible outcomes, both positive and negative. Is your decision aligned with the spirit and intent of our Code?

3 Ask

Ask questions and get help to make the right decision. Will your decision will build or harm trust with Avista's stakeholders?



Additional Resources



Seeking Additional Information or Reporting a Concern? Contact One of the Following Resources

Human Resources: 509-495-2340 human.resources@avistacorp.com
Ethics & Compliance: 509-495-4114 ethics.compliance@avistacorp.com
Legal: 509-495-8687 legal.department@avistacorp.com
Confidential
Message Hotline: 1-877-861-6690 avistacorp.alertline.com

