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REPORT NAME: Double-click and enter report name here, tab to next field

COMPANY NAME: Avista Corporation

DOES REPORT CONTAIN CONFIDENTIAL INFORMATION? No Yes

If yes, please submit only the cover letter electronically. Submit confidential information as directed in OAR 860-001-0070 or the terms of an applicable protective order.

If known, please select designation: RE (Electric) RG (Gas) RW (Water) RO (Other)

Report is required by: OAR 860-27-0100
Statute Enter statute number
Order Enter PUC Order No
Other Enter reason

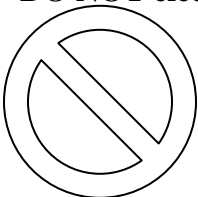
Is this report associated with a specific docket/case? No Yes

If yes, enter docket number: Enter Docket number

List applicable Key Words for this report to facilitate electronic search:

Affiliated Interest Report

DO NOT electronically file with the PUC Filing Center:



- Annual Fee Statement form and payment remittance or
- OUS or RSPF Surcharge form or surcharge remittance or
- Any other Telecommunications Reporting or
- Any daily safety or safety incident reports or
- Accident reports required by ORS 654.715

Please file the above reports according to their individual instructions.



Avista Corp.
1411 East Mission P.O. Box 3727
Spokane, Washington 99220-0500
Telephone 509-489-0500
Toll Free 800-727-9170

VIA ELECTRONIC MAIL

April 26, 2013

Public Utility Commission of Oregon
Ms. Vikie Bailey-Goggins
Administrator, Regulatory Operations
550 Capitol St. NE, Suite 215
Salem, OR 97301-2551

RE: Annual Affiliated Interest Report pursuant to OAR 860-27-0100

Dear Ms. Bailey-Goggins

Please find enclosed one original and two copies of Avista Corporation's Affiliated Interest Report for 2012. Included within this report are the financial statements of certain Company subsidiaries. The filed statements are prepared for internal use only and are unaudited. Due to the consolidation process it may not be possible to reconcile line items to our publically issued financial statements. Therefore, we are asking that these financial statements be treated confidentially under the Public Records Law in accordance with ORS 192.501 and 192.502. These documents are stamped CONFIDENTIAL.

Please direct any questions on this matter to Jen Smith at (509) 495-2098.

Sincerely,

A handwritten signature in cursive script that reads "Liz M. Andrews".

Liz Andrews
Manager, Revenue Requirements
Avista Utilities
liz.andrews@avistacorp

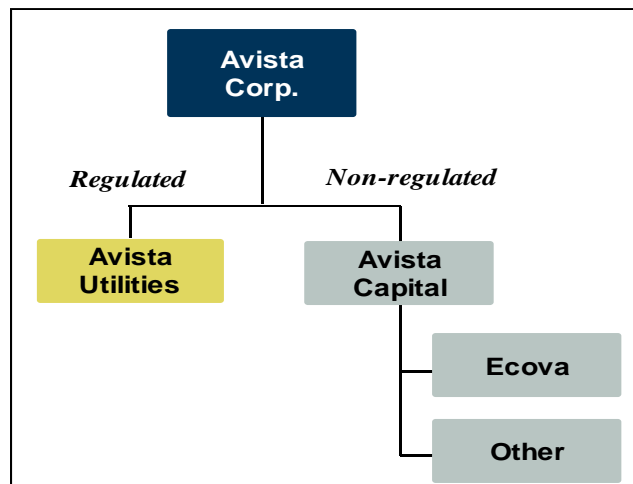
enclosure

AFFILIATED INTEREST REPORT
OF
AVISTA CORPORATION
d/b/a AVISTA UTILITIES

FOR THE YEAR ENDED DECEMBER 31, 2012

On May 16, 1991, through Order 91-671, the Public Utility Commission of Oregon approved the sale of the natural gas utility assets and transfer of the allocated service territory of the CP National Corporation to The Washington Water Power Company (Water Power). Water Power began official operation of these properties on September 30, 1991 under the name of "WP Natural Gas, a division of The Washington Water Power Company." On January 1, 1999, the Company changed its corporate name from The Washington Water Power Company to Avista Corporation (hereinafter Avista or Company). The Company now operates in its utility service territories as Avista Utilities. Total transactions being reported herein are for the twelve-month period ending December 31, 2012.

I. Organizational Chart



Included in **Attachment 1** is additional detail of Avista Capital subsidiaries.

A. Directors and/or Officers

See **Attachment 2** for Officer and Director listings for Avista Corporation and all wholly owned subsidiaries.

B. Ownership Changes

The following entities were dissolved during 2012:

- **Avista Power, LLC**, which was created to develop and own generation assets in North America. In 2001, Avista Power ceased active development of additional non-regulated generation projects. Subsidiaries of Avista Power, LLC include:
 - **Avista Turbine Power, Inc.**, which was created to receive assignments of power purchase agreements (PPAs).

- **Avista Ventures, Inc.** (no employees, passive income), which was formed to manage and market investments.
- **GreenVolts, Inc.** (ownership by Avista Development, Inc. was written off in September of 2012)

C. Narrative Descriptions

Avista Utilities is a combination utility that provides service to approximately 362,000 electric customers and 226,000 natural gas customers in a 26,000-square-mile area in eastern Washington and northern Idaho. Avista Utilities also serves approximately 96,000 natural gas customers in Oregon. The largest community served in the area is Spokane, Washington, which is the location of the corporate headquarters.

Descriptions of subsidiaries of Avista Corporation follows:

Avista Capital, Inc., is a wholly owned subsidiary of Avista Corp. and is the parent corporation of Avista Corporation's non-regulated subsidiary investments and operations.¹ As of December 31, 2012, Avista Capital had the following non-utility subsidiary investments:

- **Ecova, Inc.** (formerly Advantage IQ, Inc.) (79.57% ownership) Provides consolidated billing and resource accounting service and related services. Effective January 23, 2012, Prenova, Inc., merged with Ecova, Inc. Prenova is an energy management firm, which focuses on expense management and energy procurement solutions.
- **Avista Energy, Inc. and Avista Energy Canada, Ltd.** (100% ownership–Inactive), were energy marketing and resource management companies. On June 30, 2007, Avista completed the sale of the operations of Avista Energy to Coral Energy Holding, L.P., and certain of its subsidiaries, a subsidiary of Shell (Coral).
- **Avista Development, Inc.** (100% ownership-no employees, passive income) was established to manage real estate investments including:
 - * **Steam Plant Square, LLC** (85% ownership) Manages and operates the Steam Plant Square in Spokane, Washington.
 - **Steam Plant Brew Pub, LLC** (100% ownership) Manages and operates the Steam Plant Grill in Spokane, Washington.

¹ The only exceptions relate to Avista Receivables, Inc., a special purpose subsidiary formed in connection with the sale of accounts receivable, and Spokane Energy, LLC, which was formed for the purpose of implementing a long-term capacity contract between Avista Utilities and Portland General Electric Company. At present, these entities are directly owned by Avista Corporation. See page 3 for a further description of Spokane Energy, LLC.

- * **Court Yard Office Center, LP** (100% ownership) Owns and operates commercial office space rentals.
- **Pentzer Corporation** is a wholly owned private investment company that serves as parent of the non-utility businesses listed below (100% ownership-no employees, passive income):
 - * **Advanced Manufacturing and Development, Inc., dba METALfx**, (89.2% ownership), located in Willits, California, is a manufacturer and turnkey assembler of electronic enclosures, parts, and systems primarily for the computer and instrumentation industries. This company is held by **Bay Area Manufacturing, Inc.** (100% ownership)
 - * **Pentzer Venture Holdings II, Inc.** (100% ownership) Holding company for an inactive sewage treatment plant near Spokane Industrial Park.
 - **Avista Northwest Resources, LLC** (100% ownership) was formed for the purpose of holding unregulated investments in the energy industry.

Spokane Energy, LLC (Spokane Energy) is a special purpose limited liability company and has 100% of its membership owned by Avista Corp. Spokane Energy was formed on December 30, 1998 to assume ownership of a fixed rate electric capacity contract between Avista and Portland General Electric Company (PGE). Under this contract, Peaker, LLC (Peaker) purchases capacity from Avista Utilities and sells capacity to Spokane Energy. Spokane Energy sells the related capacity to PGE. Peaker acts as an intermediary to fulfill certain regulatory requirements between Spokane Energy and Avista Corp. The transaction is structured such that Spokane Energy bears full recourse risk for a loan (balance of \$32.8 million as of December 31, 2012) that matures in January 2015. Avista has no recourse related to this loan. Peaker makes monthly payments of approximately \$150,000 to Avista for its capacity purchase.

Descriptions of affiliates of Avista Corporation follows:

As of December 31, 2012, Avista Capital had the following affiliates:

- **Pivotal Investment Partners I, L.P.** (30.77% ownership by Avista Northwest Resources, LLC)
- **ReliOn, Inc.** (6.5% ownership by Avista Capital, Inc.)
- **EnerTech II** (2.29% ownership by Avista Development, Inc.)
- **Woodside IV** (4.16% ownership by Avista Development, Inc.)
- **Inland TechStart Fund, LLC** (14.93% ownership by Avista Development, Inc.)
- **Kick Start II** (9.62% ownership by Avista Development, Inc.)

- **Demand Energy Networks** (1.54% ownership by Avista Development, Inc.)

D. Financial Statements

Balance Sheet and Income Statement for affiliates with affiliated operating service transactions in excess of \$25,000 for payments TO and FROM Avista Corporation are included as **Attachment 3**. Please note that Attachment 3 is CONFIDENTIAL PER ORS 192.501 and 192.502.

II. Services Rendered Between Avista Corporation and Affiliates

Description of Services – by Affiliates

SERVICE PAYMENTS BY THE UTILITY TO THE AFFILIATE			
<u>NAME</u>	<u>ACCOUNT DESCRIPTION</u>	<u>TOTAL COMPANY</u>	<u>TOTAL OREGON</u>
Steam Plant Square	107 CWIP (1)(2)	\$91,188	\$7,356
Steam Plant Square	931 Rents (3)(4)	\$58,116	\$0
Cost of Service		(1)	
Margin of Charges Over Costs		(1)	
Assets Allocable to Services		(1)	
Overall Rate of Return		(1)	

Description of Basis for Pricing of Transactions

- (1) Services are provided at cost. Any charges allocated to Oregon are allocated based on the Company's four-factor allocation methodology. (Please refer to **Attachment 4** for the allocation factors.)
- (2) The capital investment is a system project that will be used by all ratepayers in all jurisdictions; therefore, Oregon will be allocated the plant cost and associated depreciation expense.
- (3) None of the O&M lease payments were allocated to the Oregon jurisdiction in 2012. See page 8 for further description.
- (4) All of the costs were for electric service, therefore, none were allocated to Oregon.

Description of Services – by Avista Utilities

The following transactions are for electric and natural gas services provided by the Utility to its affiliates at approved tariff rates.

SERVICE PAYMENTS BY THE AFFILIATE TO THE UTILITY			
Avista Development			
<u>ACCOUNT</u>	<u>DESCRIPTION</u>	<u>TOTAL COMPANY</u>	<u>TOTAL OREGON</u>

400 & 1400	Revenue - electric & gas	(1)	\$233,135	\$0
(Above accounts are WA electric/gas and do not relate to Oregon)				
<hr/>				
	Cost of Service		(1)	
	Margin of Charges Over Costs		(1)	
	Assets Allocable to Services		(1)	
	Overall Rate of Return		(1)	

(1) Description of Basis for Pricing

Electricity and natural gas sales are priced according to approved tariffs. See <http://www.avistautilities.com/prices/rates/default.asp> for current tariffs used to price services provided to Avista Development, Inc. and Avista Communications (Schedules 10, 11 and 48).

III. Inter-Company Loans

• Avista Corp / Avista Capital Note Payable / Receivable

During 2012, Avista Corp. recorded short-term note payables to Avista Capital, Inc. The year-end note amount at December 31, 2012 was a receivable of \$314,683. The maximum note payable amount outstanding during the year, owed to Avista Capital was \$2,027,964 at January 1, 2012. Total interest expense in 2012 was \$9,168.

The balances of the short-term notes payables at month-end during 2012 follow:

<u>Month</u>	<u>Balance</u>
1/31/2012	\$ 2,027,964
2/28/2012	\$ 1,929,758
3/31/2012	\$ 1,431,314
4/30/2012	\$ 1,157,619
5/31/2012	\$ 1,123,715
6/30/2012	\$ 1,124,745
7/31/2012	\$ 225,428
8/31/2012	\$ 25,465
9/30/2012	\$ 25,488
10/31/2012	\$ 25,511
11/30/2012	\$ 25,534
12/31/2012	\$ (314,683)

According to the Cash Management Guidelines and Procedures, investment/borrowing rates between Avista Corporation and Avista Capital that were in effect during 2012 were:

- Upon receiving appropriate approvals, excess Avista Capital cash may be invested with (loaned to) Avista Corp. at a rate equal to Avista Corp.'s avoided short-term borrowing cost currently estimated at the one-month LIBOR plus 130 basis points (this is the short-term borrowing rate related to Avista Corp.'s credit facility). The rate will be reset monthly with the LIBOR rate in effect on the second business day of each month.

At times Avista Corp may have no outstanding borrowings under the credit facility. If

there are no outstanding borrowings under the credit facility, excess cash should be utilized to pay down borrowings on other short-term borrowing instruments (if any) and the borrowing rate should be adjusted to the avoided short-term borrowing rate applicable to the borrowings that were re-paid.

At times, Avista Corp may have no outstanding cash borrowings on the credit facility or other short-term borrowing facilities. If there are no cash borrowings under any facility, excess cash should be invested at the subsidiary until the funds can be utilized.

- b. Avista Capital may borrow from Avista Corp., subject to board-approved limits, at a rate equal to at least the Prime rate plus 30 basis points. This rate will be reset at such time as the Agent bank on the Avista Corp. credit agreement changes the Prime rate or the margin is changed per the credit facility pricing grid. If an Alternate Base Rate (as defined in the credit facility) is in effect, the borrowing rate would be adjusted accordingly.

A copy of the updated Cash Management Guidelines and Procedures is provided as **Attachment 5**.

- **Avista Corp / Ecova Note Payable / Receivable**

On January 3, 2012, Avista Corp entered into a note agreement with Ecova. The note agreement is structured so that Avista Corporation would pay the same rate as would have been incurred under the credit facility (i.e. Avista Corporation's avoided short-term borrowing rate). The avoided short-term borrowing rate is currently 87.5 bps plus LIBOR. Avista Corporation may borrow up to \$50 million in principal under the note agreement. Additionally, Avista Corporation will be required to retain liquidity under its credit facility to repay the outstanding principal balance in whole at any time. The Commission approved this transaction in Docket No. UI 320. The maximum note payable amount outstanding during the year, owed to Ecova, was \$50,053,433 at February 1, 2012. Total interest expense in 2012 was \$334,446. The note payable amount as of March 31, 2013 was \$0.

See **Attachment 6** for a detailed listing of the Ecova Loan Transactions.

These revolving short-term cash borrowings between the parties help to reduce external cash requirements.

IV. Parent Guaranteed Debt

Avista Corporation does not guarantee any debt of any of its affiliates. See Section V, Non-Service Transactions: Miscellaneous Agreements, page 8 for payment guarantees.

V. Non-Service Transactions

Description of Avista Corporation Corporate Services

On a regular basis, general office employees of Avista Corporation spend time on corporate service support, such as accounting, federal income tax filing, planning, supplies, postage, legal, graphic services, etc. for subsidiaries. Their time is charged to suspense accounts (Deferred Debit Account No. 186), are loaded for benefits, and then established as a receivable (FERC Account No. 146) when billed to the subsidiary. If other resources are expended during the course of this work, such as travel or consulting services, these costs are also charged to suspense accounts and billed to the subsidiary.

All corporate services provided, and costs incurred, are direct billed to subsidiaries at cost. No additional margin or profit is included and no assets are allocated. Suspense and capture of Avista Corporation employee costs, which are then billed back to the subsidiary at cost, serve to reduce the utility expenses.

OTHER PAYMENTS BY THE AFFILIATE TO THE UTILITY			
ACCOUNT	DESCRIPTION	TOTAL COMPANY	TOTAL OREGON
146	A/R Ecova	\$89,095	\$0
146	A/R Avista Capital	\$111,071	\$0
146	A/R Avista Energy	\$22,139	\$0
146	A/R Avista Development	\$192	\$0
Total		<u>\$222,497</u>	<u>\$0</u>
Cost of Service		(1)	
Margin of Charges Over Costs		(1)	
Assets Allocable to Services		(1)	
Overall Rate of Return		(1)	

(1) Description of Basis for Pricing

Services are provided at cost.

Description of Avista Capital II (Trust) Expenses

In 1997, the Company issued Floating Rate Junior Subordinated Deferrable Interest Debentures, Series B, with principle amount of \$51.5 million to Avista Capital II, an affiliated

business trust formed by the Company. Avista Capital II issued \$50.0 million of Preferred Trust Securities. The interest charges for the trust carried on Avista's books for 2012 totaled \$697,822 and were recorded in FERC Account No. 419 (interest expense). There are no other costs associated with this trust.

Description of Spokane Energy, LLC Transactions

Avista acts as the servicer of Spokane Energy's commodity contracts. Annual service fees paid by Spokane Energy to Avista were approximately \$50,079 in 2012.

Spokane Energy is required to maintain in trust \$1.6 million. All funds in excess of this amount are transferred to Avista for cash management purposes. During 2012, the amount transferred was \$0. At December 31, 2012 Avista has a liability of \$5,045 payable to Spokane Energy for these funds.

Description of Steam Plant Square, LLC Lease

Avista Utilities leases office space (two spaces under separate Multi-Tenant Lease Agreements) from Steam Plant Square, LLC. For the first space, Avista Corporation assumed a lease in May 2003 from Avista Capital, Inc. that was renewed May 1, 2010. The basic terms of this lease (i.e. square footage, monthly rents, etc.) remained the same. A copy of the lease agreement was provided to the Commission in Docket No. UE-110067. The second space was leased in August 2010. A copy of the lease agreement was provided in Docket No. UI 306 (Order No. 11-071). The second space was leased in August 2010. A copy of the lease agreement was provided in Docket No. UI 305 (Order No. 11-043).

Lease payments in 2012 totaled \$149,304 (\$91,188 recorded in FERC Account No. 107 (CWIP) and \$58,116 recorded in FERC Account No. 931 (Rents)).

Miscellaneous Agreements and Transactions

During 2012 there were no Miscellaneous Agreements or Transactions to report.

VI. Employee Transfers

Avista Corporation no longer provides payroll services to its affiliates and therefore does not track employee transfers between affiliates.

VII. Intra-Company Cost Allocation Procedures

See V. above. Avista Corporation charges all costs incurred by its affiliates directly to the respective affiliate.

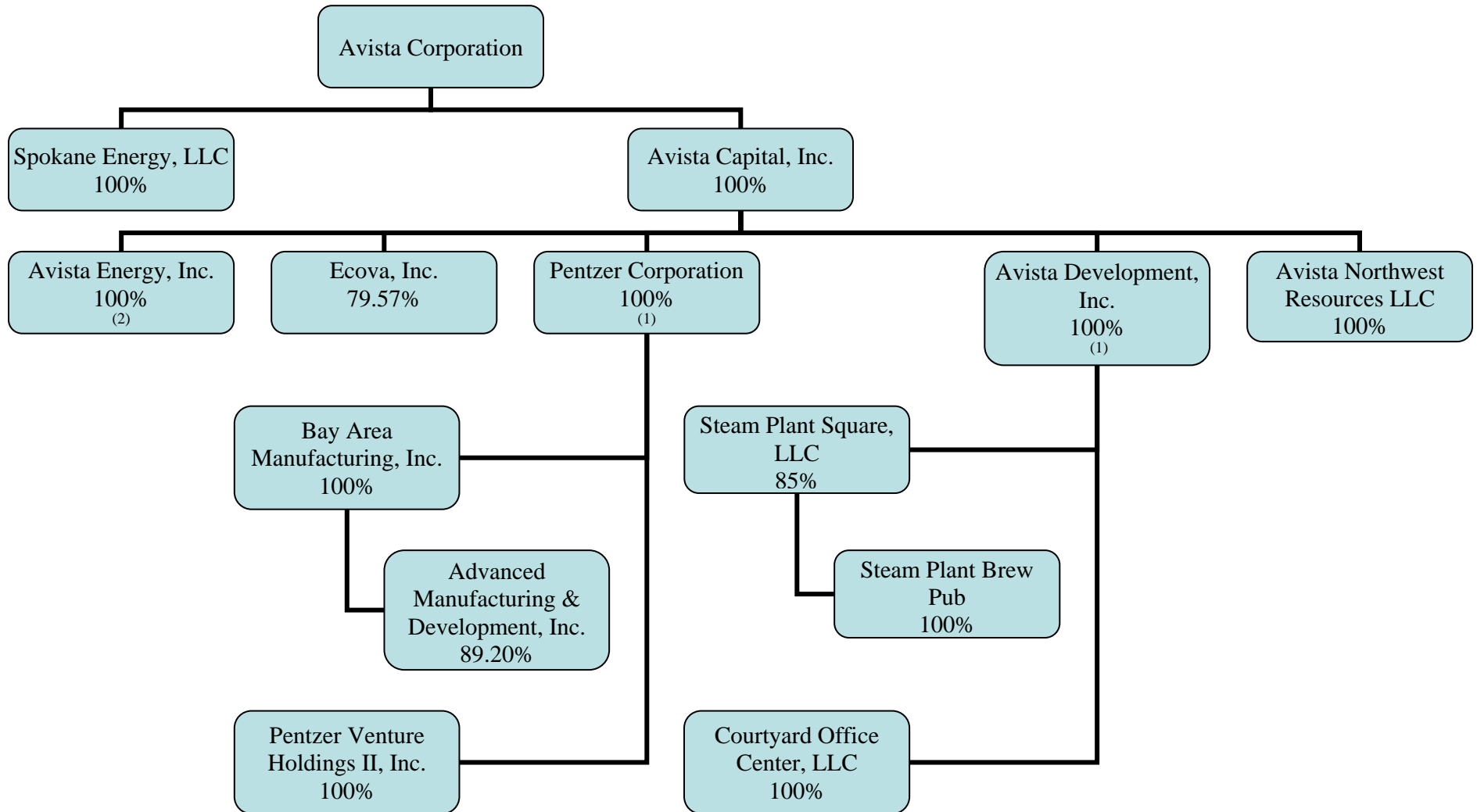
VIII. Cost Allocation Manual

Pursuant to OAR 860-027-0048 (6), attached as **Attachment 7** is Avista Corp.'s Cost Allocation Manual.

ATTACHMENT 1

Avista Corporation and Affiliates

December 2012



■ Denotes Affiliates

(1) No Employees, passive income

(2) These Company assets were sold in June 2007

ATTACHMENT 2



Corporate Secretary Department
Current as of January 1, 2013

Annual Meeting Held in May of Each Year

Directors:

Erik J. Anderson	Rebecca (Becky) A. Klein
Kristianne Blake	Scott L. Morris
Donald C. Burke	Michael L. Noël
Rick R. Holley	Marc F. Racicot
John F. Kelly	Heidi B. Stanley
	R. John Taylor

Officers:

Scott L. Morris	Chairman of the Board, President & Chief Executive Officer
Mark T. Thies	Senior Vice President, Chief Financial Officer & Treasurer
Marian M. Durkin	Senior Vice President, General Counsel & Chief Compliance Officer
Karen S. Feltes	Senior Vice President, Human Resources & Corporate Secretary
Dennis P. Vermillion	Senior Vice President & Environmental Compliance Officer and President, Avista Utilities
Christy M. Burmeister-Smith	Vice President, Controller & Principal Accounting Officer
James M. Kensok	Vice President & Chief Information Officer
Don F. Kopczyński	Vice President, Energy Delivery and Customer Service
David J. Meyer	Vice President & Chief Counsel for Regulatory & Governmental Affairs
Kelly O. Norwood	Vice President, State & Federal Regulations
Jason R. Thackston	Vice President, Energy Resources
Roger D. Woodworth	Vice President & Chief Strategy Officer
Don M. Falkner	Assistant Treasurer
Ryan L. Krasselt	Assistant Treasurer
Susan Y. Fleming	Assistant Corporate Secretary

Corporate Governance/

Nominating Committee

Kristianne Blake
Marc F. Racicot
R. John Taylor
John F. Kelly – Chair

Executive Committee

Kristianne Blake
John F. Kelly
R. John Taylor
Scott L. Morris – Chair

Audit Committee

Donald C. Burke
Michael L. Noël (financial expert)
Heidi B. Stanley
Kristianne Blake – Chair

**Compensation & Organization
Committee**

John F. Kelly
Rebecca A. Klein
Michael L. Noël
R. John Taylor – Chair

Finance Committee

Donald C. Burke
Rick R. Holley
Heidi B. Stanley
Erik J. Anderson – Chair

**Energy, Environmental, &
Operations Committee**

Erik J. Anderson
Rick R. Holley
Marc F. Racicot
Rebecca A. Klein – Chair

All Committees are comprised of independent Board members as defined under the rules of the NYSE, with the exception of the Executive Committee (not required to be independent). The Company was formed as The Washington Water Power Company in 1889 and changed its name to Avista Corp. on January 1, 1999.

Current as of May 18, 2012

ADVANCED MANUFACTURING & DEVELOPMENT, INC.

Doing business as METAL_{fx}

(A Subsidiary of Bay Area Manufacturing, Inc.)

(A California Corporation)

200 North Lenore Ave.

Willits, CA 95490

(707) 459-9451

Directors:

Marian M. Durkin

Scott L. Morris

Mark T. Thies

Officers:

Scott L. Morris

Gordon B. Short

Christy M. Burmeister-Smith

Karen S. Feltes

Susan Y. Fleming

Jill Porterfield

Chairman of the Board

President & Chief Executive Officer

Vice President & Treasurer

Senior Vice President & Corporate Secretary

Assistant Corporate Secretary

Assistant Corporate Secretary

Current as of January 1, 2013

AVISTA CAPITAL, INC.

(A Subsidiary of Avista Corporation)

1411 E. Mission Ave.

Spokane, WA 99202

Directors:

Marian M. Durkin

Scott L. Morris

Mark T. Thies

Officers:

Scott L. Morris

Mark T. Thies

Karen S. Feltes

Christy Burmeister-Smith

Susan Y. Fleming

Don M. Falkner

Chairman of the Board, President & CEO

Senior Vice President, Chief Financial Officer & Treasurer

Senior Vice President & Corporate Secretary

Vice President

Assistant Corporate Secretary

Assistant Treasurer

The Company was formed as Avista Corp. before changing its name to Avista Capital on August 17, 1998.

Current as of January 1, 2013

AVISTA DEVELOPMENT, INC.

(A Subsidiary of Avista Capital, Inc.)

1411 E. Mission Ave.

Spokane, WA 99202

Directors:

Marian M. Durkin

Scott L. Morris

Mark T. Thies

Officers:

Scott L. Morris

Mark T. Thies

Marian M. Durkin

Dennis P. Vermillion

Karen S. Feltes

Roger D. Woodworth

Susan Y. Fleming

Don M. Falkner

Chairman of the Board, President and CEO

Senior Vice President, Chief Financial Officer & Treasurer

Senior Vice President

Senior Vice President & Environmental Compliance Officer

Senior Vice President & Corporate Secretary

Vice President

Assistant Corporate Secretary

Assistant Treasurer

The Company was formed as WP Finance Co. before changing its name to Avista Development. Pentzer Development, Inc. and Washington Irrigation & Development Company merged with and into Avista Development in October 1998.

Current as of January 1, 2013

AVISTA ENERGY, INC.

(A Subsidiary of Avista Capital, Inc.)

1411 E. Mission Ave.

Spokane WA 99202

Directors:

Marian M. Durkin

Scott L. Morris

Mark T. Thies

Officers:

Scott L. Morris

Chairman of the Board, President & CEO

Mark T. Thies

Senior Vice President, Chief Financial Officer & Treasurer

Karen S. Feltes

Senior Vice President & Corporate Secretary

Tracy Van Orden

Controller

Susan Y. Fleming

Assistant Corporate Secretary

Don M. Falkner

Assistant Treasurer

The Company was formed as WWP Resource Services, Inc., before becoming Avista Energy.

Current as of January 1, 2013

AVISTA NORTHWEST RESOURCES, LLC

(An Affiliate of Avista Capital)

1411 E. Mission Ave.

Spokane, WA 99202

Member:

Avista Capital

Officers (Managers):

Scott L. Morris	President & Chief Executive Officer
Mark T. Thies	Senior Vice President & Chief Financial Officer
Christy Burmeister-Smith	Vice President & Treasurer
Karen S. Feltes	Senior Vice President & Corporate Secretary
Susan Y. Fleming	Assistant Corporate Secretary

Most of our LLC's do not have officers. This particular one was formed with officers as the managers.

Current as of January 1, 2013

BAY AREA MANUFACTURING, INC.

(A Subsidiary of Pentzer Corporation)

1411 E. Mission Ave.

Spokane, WA 99202

Directors:

Marian M. Durkin

Scott L. Morris

Mark T. Thies

Officers:

Scott L. Morris

Mark T. Thies

Karen S. Feltes

Susan Y. Fleming

Don M. Falkner

Chairman, President & Chief Executive Officer

Senior Vice President, Chief Financial Officer & Treasurer

Senior Vice President & Corporate Secretary

Assistant Corporate Secretary

Assistant Treasurer

Current as of March 31, 2009

COURTYARD OFFICE CENTER, LLC

(An Affiliate of Avista Capital, Inc.)

1411 E. Mission Ave.

Spokane, WA 99202

Member:

Avista Development, Inc.

Manager

Roger Woodworth

Current as of December 1, 2012

ECOVA, INC.

(A Subsidiary of Avista Capital, Inc.)

1313 N. Atlantic St., 5th Floor

Spokane, WA 99201

Directors:

Erik J. Anderson

Kristianne Blake

Donald C. Burke

Jeff Heggedahl

John F. Kelly

Craig Levinsohn

Jeff Lieberman

Scott L. Morris

Officers:

Scott L. Morris

Chairman of the Board

Jeff Heggedahl

President & Chief Executive Officer

Ed Schlect

Executive Vice President

Gene Lynes

Executive Vice President & Chief Financial Officer

Donato Capobianco

Sr. Vice President & General Counsel

Marian M. Durkin

Sr. Vice President

Mark T. Thies

Sr. Vice President

Karen S. Feltes

Sr. Vice President & Corporate Secretary

Julie Kearney

Sr. Vice President – Human Resources

Jana Schmidt

Sr. Vice President & General Manager – Sales & Operations

Seth Nesbitt

Sr. Vice President & General Manager – Marketing & Technology

Robert Zak

Sr. Vice President – Facility Solutions

Ted Schultz

Sr. Vice President – Utility Solutions

John Robison

Chief Investment Officer & Treasurer

Susan Y. Fleming

Assistant Corporate Secretary

Compensation and Organization

Audit and Finance Committee

Committee

Scott Morris – Chair

Kristianne Blake – Chair

John F. Kelly

Erik Anderson

Jeff Lieberman

Donald C. Burke

Craig Levinsohn

The Company was formed as Altus Energy Solutions, Inc. and then changed its name to WWP Energy Solutions, Inc. before becoming Avista Advantage. The name was changed to Advantage IQ on June 29, 2006. The name was changed to Ecova, Inc. on October 19, 2011. (Subsidiary Ecos IQ, Inc. was merged with and into Ecova on December 31, 2011.)

Current as of January 1, 2013

PENTZER CORPORATION

(A Subsidiary of Avista Capital, Inc.)

1411 E. Mission Ave.

Spokane, WA 99202

Directors:

Scott L. Morris

Mark T. Thies

Jason Thackston

Officers:

Scott L. Morris

Mark T. Thies

Karen S. Feltes

Susan Y. Fleming

Don M. Falkner

Chairman, President & Chief Executive Officer

Senior Vice President, Chief Financial Officer & Treasurer

Senior Vice President & Corporate Secretary

Assistant Corporate Secretary

Assistant Treasurer

Current as of January 1, 2013

PENTZER VENTURE HOLDINGS II

(A Subsidiary of Pentzer Corporation)

1411 E. Mission Ave.

Spokane, WA 99202

Directors:

Scott L. Morris

Mark T. Thies

Jason R. Thackston

Officers:

Scott L. Morris

Mark T. Thies

Karen S. Feltes

Susan Y. Fleming

Don M. Falkner

Chairman, President & Chief Executive Officer

Senior Vice President, Chief Financial Officer & Treasurer

Senior Vice President & Corporate Secretary

Assistant Corporate Secretary

Assistant Treasurer

Current as of December 21, 2011

SPOKANE ENERGY, LLC
(An Affiliate of Avista Corp.)
1411 E. Mission Ave.
Spokane, WA 99202

Member:
Avista Corp.

Managers:
Dennis Vermillion (Avista)
Malyn Malquist (Bella Vista Resources)

Current as of December 31, 2010

STEAM PLANT BREW PUB, LLC
Doing Business as Steam Plant Grill
(An Affiliate of Steam Plant Square, LLC)
1411 E. Mission Ave.
Spokane, WA 99202

Members:
Avista Development, Inc.
Wells & Co.

Manager
Roger Woodworth

Current as of December 31, 2010

STEAM PLANT SQUARE, LLC
(An Affiliate of Avista Capital, Inc.)
1411 E. Mission Ave.
Spokane, WA 99202

Members:

Avista Development, Inc.
Wells & Co.

Manager

Roger Woodworth

ATTACHMENT 3

REDACTED



Subsidiary Balance Sheets
December, 2012

<i>AVISTA CAPITAL</i>	<i>PENTZER CORP.</i>	<i>AVISTA DEVELOPMENT</i>	<i>AVISTA ENERGY</i>	<i>NORTHWEST RESOURCES, LLC</i>
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REDACTED



Subsidiary Income Statements - PTD

201212

<i>AVISTA CAPITAL</i>	<i>PENTZER CORP.</i>	<i>AVISTA DEVELOPMENT</i>	<i>AVISTA ENERGY</i>	<i>NORTHWEST RESOURCES, LLC</i>
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REDACTED



Subsidiary Income Statements - YTD

201212

<i>AVISTA CAPITAL</i>	<i>PENTZER CORP.</i>	<i>AVISTA DEVELOPMENT</i>	<i>AVISTA ENERGY</i>	<i>NORTHWEST RESOURCES, LLC</i>
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REDACTED

REDACTED

SPOKANE ENERGY, LLC
STATEMENTS OF INCOME AND RETAINED EARNINGS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

REDACTED

REDACTED



CONSOLIDATED STATEMENTS OF INCOME
FOR THE MONTHS, QUARTERS AND YEARS ENDED DECEMBER 31, 2012 AND 2011

REDACTED

ATTACHMENT 4

RESULTS OF OPERATIONS			Report ID: OR-ALL-12A
GAS ALLOCATION PERCENTAGES			
For Twelve Months Ended December 31, 2012 Average of Monthly Averages Basis			
Basis	Ref	Description	Oregon

AVISTA UTILITIES

Input		01-01-2012	Total	Electric	Gas North	Oregon Gas
	Elec/Gas North/Oregon 4-Factor					
	Direct O & M Accts 580 - 894		66,341,282	58,626,203	5,247,466	2,467,613
	Direct O & M Accts 901 - 935		58,793,117	39,254,919	16,142,401	3,395,797
	Direct O & M Accts 901 - 905 Utility 9 Only		1,408,245	867,690	540,555	XXXXXX
	Adjustments		0			
	Total		126,542,644	98,748,812	21,930,422	5,863,410
	Percentage		100.000%	78.036%	17.330%	4.634%
	Direct Labor Accts 580 - 894		54,372,404	43,317,908	7,642,727	3,411,769
	Direct Labor Accts 901 - 935		4,295,024	3,049,259	223,754	1,022,011
	Direct Labor Accts 901 - 905 Utility 9 Only		5,547,864	3,418,316	2,129,548	XXXXXX
	Total		64,215,292	49,785,483	9,996,029	4,433,780
	Percentage		100.000%	77.529%	15.566%	6.905%
	Number of Customers		681,193	360,451	224,556	96,186
	Percentage		100.000%	52.915%	32.965%	14.120%
	Net Direct Plant		2,469,357,528	1,967,998,952	338,164,005	163,194,571
	Percentage		100.000%	79.697%	13.694%	6.609%
	Total Percentages		400.000%	288.177%	79.555%	32.268%
	Average (CD AA)		100.000%	72.044%	19.889%	8.067%

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RESULTS OF OPERATIONS		Report ID: OR-ALL-12A
GAS ALLOCATION PERCENTAGES		
For Twelve Months Ended December 31, 2012 Average of Monthly Averages Basis		

AVISTA UTILITIES

Basis	Ref	Description	Oregon
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Input	Gas North/Oregon 4-Factor	01-01-2012	Total	Electric	Gas North	Oregon Gas
	Direct O & M Accts 580 - 894		7,715,079	0	5,247,466	2,467,613
	Direct O & M Accts 901 - 935		19,538,198	0	16,142,401	3,395,797
	Direct O & M Accts 901 - 905 Utility 9 Only		540,555	0	540,555	XXXXXX
	Total		27,793,832	0	21,930,422	5,863,410
	Percentage		100.000%	0.000%	78.904%	21.096%
	Direct Labor Accts 580 - 894		11,054,496	0	7,642,727	3,411,769
	Direct Labor Accts 901 - 935		1,245,765	0	223,754	1,022,011
	Direct Labor Accts 901 - 905 Utility 9 Only		2,129,548	0	2,129,548	XXXXXX
	Total		14,429,809	0	9,996,029	4,433,780
	Percentage		100.000%	0.000%	69.273%	30.727%
	Number of Customers		320,742	0	224,556	96,186
	Percentage		100.000%	0.000%	70.011%	29.989%
	Net Direct Plant		494,275,971	0	331,833,422	162,442,549
	Percentage		100.000%	0.000%	67.135%	32.865%
	Total Percentages		400.000%	0.000%	285.323%	114.677%
	Average (GD AA)		100.000%	0.000%	71.331%	28.669%

RESULTS OF OPERATIONS			Report ID: OR-ALL-12A
GAS ALLOCATION PERCENTAGES			
For Twelve Months Ended December 31, 2012 Average of Monthly Averages Basis			
Basis	Ref	Description	Oregon

AVISTA UTILITIES

Input		01-01-2012	Total	Electric	Gas North	Oregon Gas
	Elec/Gas North 4-Factor					
	Direct O & M Accts 580 - 894		63,873,669	58,626,203	5,247,466	0
	Direct O & M Accts 901 - 935		55,397,320	39,254,919	16,142,401	0
	Adjustments		0	0	0	0
	Total		119,270,989	97,881,122	21,389,867	0
	Percentage		100.000%	82.066%	17.934%	0.000%
	Direct Labor Accts 580 - 894		50,960,635	43,317,908	7,642,727	0
	Direct Labor Accts 901 - 935		3,273,013	3,049,259	223,754	0
	Total		54,233,648	46,367,167	7,866,481	0
	Percentage		100.000%	85.495%	14.505%	0.000%
	Number of Customers		585,007	360,451	224,556	0
	Percentage		100.000%	61.615%	38.385%	0.000%
	Net Direct Plant		2,283,393,565	1,951,560,143	331,833,422	0
	Percentage		100.000%	85.468%	14.532%	0.000%
	Total Percentages		400.000%	314.644%	85.356%	0.000%
	Average (CD AN/ID/WA)		100.000%	78.661%	21.339%	0.000%

RESULTS OF OPERATIONS		Report ID: OR-ALL-12A
GAS ALLOCATION PERCENTAGES		
For Twelve Months Ended December 31, 2012 Average of Monthly Averages Basis		

AVISTA UTILITIES

Basis	Ref	Description	Oregon	Total	Gas North	Oregon Gas
JP		Gas North/Oregon JP Factor %	12-31-2012	100.000%	0.000%	19.400%
				Total		Oregon Gas
		Annual Throughput	12-31-2012	86,759,646		86,759,646
10		Percent		100.000%		100.000%
				Total		Oregon Gas
	OR-PLT	Net Gas Plant		175,347,730		175,347,730
12		Percent		100.000%		100.000%
99	Input	Not Allocated				

ATTACHMENT 5

Avista Corp. Cash Management Guidelines and Procedures

In order to efficiently manage cash at the corporate and subsidiary levels, minimize borrowing costs and maximize investment returns, the following procedures should be followed regarding cash management activity between Avista Corp, Avista Capital and Avista Capital Subsidiaries (excluding Advantage IQ who manages their cash in accordance with their cash management investment guidelines):

I. Investment/Borrowing Policies

All excess subsidiary company cash will be managed at the Avista Corp. level. Cash will be transferred to the subsidiaries through Avista Capital to cover payables according to the guidelines set below. (Note: A Master Promissory Note in effect for any Subsidiary will supercede these guidelines.)

1. Avista Capital may maintain a money market account with a maximum balance of \$1,000,000. This account may be used to fund subsidiary payables. Avista Capital cash balances over \$1,000,000 and up to the outstanding loan balance will be transferred to Avista Corp as a payment against the outstanding borrowings on the loan between Avista Corp and Avista Capital.
2. Avista Capital may borrow from Avista Corp. to cover subsidiary company cash needs in accordance with board-approved limits. Avista Capital may loan excess funds to Avista Corp upon receipt of appropriate approvals. Regulatory restrictions should be considered prior to transferring funds between the utility and non-regulated subsidiaries. The current guidance in Washington is WAC 480-100-244 and in Oregon it is Order No. 07-297.
3. Unless specifically stated in a master promissory note, all loans between companies are unsecured.
4. Subsidiaries with cash deficits may borrow from Avista Capital. Borrowings will be in accordance with each company's board-approved limits. Subsidiaries will repay or loan excess funds to Avista Capital.
5. Investment/Borrowing Rates Between Avista Corp. and Avista Capital:
 - a) Upon receiving appropriate approvals, excess Avista Capital cash may be invested with (loaned to) Avista Corp. at a rate equal to Avista Corp.'s avoided short-term borrowing cost currently estimated at the one-month LIBOR plus 130 basis points (this is the short-term borrowing rate related to Avista Corp.'s credit facility). The rate will be reset monthly with the LIBOR rate in effect on the second business day of each month.

At times Avista Corp may have no outstanding borrowings under the credit facility. If there are no outstanding borrowings under the credit facility, excess cash should be utilized to pay down borrowings on other short-term borrowing instruments (if any) and the borrowing rate should be adjusted to the avoided short-term borrowing rate applicable to the borrowings that were re-paid.

At times, Avista Corp may have no outstanding cash borrowings on the credit facility or other short-term borrowing facilities. If there are no cash borrowings under any facility, excess cash should be invested at the subsidiary until the funds can be utilized.

- b) Avista Capital may borrow from Avista Corp., subject to board-approved limits, at a rate equal to at least the Prime rate plus 30 basis points. This rate will be reset at such time as the Agent bank on the Avista Corp. credit agreement changes the Prime rate or the margin is changed per the

credit facility pricing grid. If an Alternate Base Rate (as defined in the credit facility) is in effect, the borrowing rate would be adjusted accordingly.

6. Investment/Borrowing Rates Between Avista Capital and Subsidiary Companies:
Subsidiaries of Avista Capital which are wholly-owned and are not expected to seek outside investors within the next two years will not be charged interest on borrowings or receive interest on invested funds with Avista Capital. The following interest rate guidelines apply to all other subsidiaries:
 - a) Subsidiary companies will borrow from Avista Capital at a rate equal to at least the Prime rate plus 30 basis points. This rate will be reset at such time as the Prime rate is changed by the Agent bank on the Avista Corp. credit agreement changes the Prime rate or the margin is changed per the credit facility pricing grid. If an Alternate Base Rate (as defined in the credit facility) is in effect, the borrowing rate would be adjusted accordingly.
 - b) Subsidiary company cash invested with (loaned to) Avista Capital will be at a rate equal to Avista Corp.'s avoided short-term borrowing cost, currently estimated at the one-month LIBOR plus 130 basis points. The rate will be reset monthly with the LIBOR rate in effect on the second business day of each month.
7. The Avista Corp. subsidiary accountant will maintain daily interest schedules of all borrowings and repayments between all subsidiary companies. Documentation will include the date and amount of the borrowing or repayment, the maturity date, if any, the applicable interest rate, and daily balances of all outstanding loans.

II. Subsidiary Cash Management Guidelines

1. Cash Balances
Subsidiary companies will keep a maximum of \$50,000 cash balance per book in their checking accounts at any time. Accurate up-to-date "checkbook" balances must be maintained and deposit information should be updated when funds are received. This information is available currently via Wells Fargo Commercial Electronic Office reports or through the Cash Manager for Avista Corp. Excess balances resulting from large deposits should be transferred to Avista Capital for investment or to pay down loan balances. Transfers of excess cash to Avista Capital may be incorporated in the weekly funding request for payables. Please contact the Avista Corp. Subsidiary Accountant for details.
2. Accounts Payable Check Runs
Subsidiaries should normally plan to do one check run per week. Manual checks outside of the check run are discouraged except in emergency situations. To receive maximum float on our funds, checks should be mailed on Friday.
3. Funding Requests from Avista Capital
Estimated funding requests must be submitted by email to the Subsidiary Accountant by 3:00 pm Friday for funding the following Monday. (Please cc: to the Avista Corp. Cash Manager) The funding request should indicate what expenses are included in the request for funding.
Actual funding requests (based on that estimate) for check runs must be received by 9:00 am on Monday for checks mailed on the prior working day. Funding requests should be submitted by e-mail to the Subsidiary Accountant at Avista Corp. Voucher must be signed by an authorized subsidiary representative. Funds will not be transferred without proper signatures.

Please note: For funding requests over \$2 million, please notify the Avista Corp. cash manager of the due date as far in advance as possible.
4. Emergency Checks Due Before Next Check Run

Checks written outside of the normal check run should be funded one business day after they are mailed, or the same day as written if hand delivered. If funding for these checks is required from Avista Capital, the request for funds must be made by telephone to the Subsidiary Accountant, followed by a fax/e-mail request received by 3:00 p.m. the day before the funds transfer. Funding requests must be signed by an authorized subsidiary representative. Same day transfer of funds over \$50,000 may be accommodated but cannot be guaranteed. Please contact Subsidiary Accountant or Cash Manager for availability of same day funds.

5. Wire Transfers

Amounts payable over \$500,000 should be paid by electronic transfer on the due date. The Voucher request for wire payment and funding request (if needed) should be received by the Subsidiary Accountant by 3:00 p.m. on the day prior to the due date. These wire transfer amounts should be included in the weekly advance estimates due at 3:00 on Friday. (See item 3 above.) Voucher requests for wire transfers must be accompanied by an approved cash approval request.

All funding requests from subsidiaries, whose accounting function is not done at the corporate offices, must be approved by an authorized person at the subsidiary.

6. Intercompany payments

Intercompany payments between Avista Corp, Avista Capital and all Subsidiaries should be made electronically. This includes payments for work orders, payroll and taxes.

These cash management guidelines and procedures will be reviewed at least annually, and at the time the Avista Corp. bank credit agreement is renewed.

Approved:

By: _____

Treasurer – Avista Corp.

ATTACHMENT 6

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August, 2012

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ATTACHMENT 7

COST ALLOCATION MANUAL
OF
AVISTA CORPORATION
d/b/a AVISTA UTILITIES

Avista Corp. dba Avista Utilities
Cost Allocation Manual
For the year 2012

This report is provided pursuant to OAR 860-027-0048, Section 5.

I.) Overview/Introduction

The purpose of Avista Utilities Cost Allocation Manual is to describe the methodologies for allocating direct, indirect and shared service costs between the Utility and its nonregulated affiliated activities.

All corporate support provided and costs incurred, including labor costs loaded for benefits, are billed directly to affiliates at cost. No allocation of expenses occurs.

II.) Narrative Description of Avista's Nonregulated Activities and Affiliates

a. List of utility Non-Regulated Activities:

Not applicable.

b. List of utility Affiliates & Subsidiaries that meet the requirements of ORS 757.15:

Please see the Oregon Affiliated Interest Report filed with the Oregon Commission on or before June 1 annually, Section I.C., pages 2-3.

III.) Description of Methods for Calculation and Allocation of Costs

a. Service Transactions

Electricity and natural gas sales are priced according to approved tariffs. See <http://www.avistautilities.com/services/pages/default.aspx> for current tariffs used to price services provided (Schedules 11, 48 and 10).

b. Non-Service Transactions

Avista Corporation Corporate Support –

On a regular basis, general office employees, of Avista Corporation spend time on corporate service support, such as accounting, federal income tax filing, planning, graphic services, etc. for affiliates. Their time is charged directly to suspense accounts (Deferred Debit 186), loaded for benefits and then established as a receivable (Account 146) when billed to the affiliate. If other resources are expended during the course of this work such as travel or consulting services, these costs are also charged to suspense accounts and billed to the affiliate.

All corporate support provided, and costs incurred, are billed to affiliates at cost. No additional margin or profit is included and no assets are allocated. Suspense and capture of Avista Corporation employee costs, which are then billed back to the affiliates at cost, serve to reduce the expenses that must be borne by the utility.

IV.) Labor Allocation Methods

a. Payroll Loadings and Overheads

The Company's payroll loadings and overhead billing rates are reviewed monthly and adjusted as necessary, to reflect changes in costs and usage. The following rates are the 2013 Budgeted rates.

DESCRIPTION	2013 BUDGETED RATES
Labor Related:	
Payroll Benefits	65.05%
Paid Time Off	17.75%
Payroll Taxes	8.75%

b. Service Provider and Administrative Allocations

As described in section III.) b. above, all corporate support provided, and costs incurred, are direct billed to affiliates at cost. No allocations occur.

V.) Organization Chart

Please see the Oregon Affiliated Interest Report filed with the Oregon Commission on or before June 1 annually, Section I., page 1. A full size (8 ½ x 11) copy is also provided as Attachment 1 to that report.