

**BEFORE THE WASHINGTON
UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Application of

AVISTA CORPORATION d/b/a AVISTA
UTILITIES,

Petitioner,

For an Order Establishing Compliance with
the Provisions of RCW 80.08.040 with
Respect to its Proposal to issue up to \$400
million of Debt Securities.

DOCKET U-210944

ORDER 01

ESTABLISHING COMPLIANCE
WITH RCW 80.08.040,
SECURITIES

BACKGROUND

- 1 On December 9, 2021, Avista Corporation d/b/a Avista Utilities (Avista or Company) filed with the Washington Utilities and Transportation Commission (Commission) a statement of a planned debt securities issuance and application (Application) for an order affirming the Company's compliance with RCW 80.08.040. In its Application, Avista proposes to issue up to \$400 million of Debt Securities through public offerings, or private placement for purposes permitted by and under the authority of RCW 80.08.030. The Application is filed pursuant to RCW 80.08.040.
- 2 The requested authority to issue Debt Securities is in addition to the authority previously granted by the Commission for the issuance of Debt Securities under Order 01, entered September 12, 2019, in Docket U-190554, of which \$310,000,000 remains available for issuance, for a total of \$710,000,000.
- 3 Avista filed with its Application: (1) a certification by an authorized officer that the proceeds will be used for one or more purposes allowed by RCW 80.08.030; (2) a description of the proposed issuance, including the terms of financing; and (3) a statement as to why the proposed sale of securities is in the public interest. The Company contends that the issuance is in the public interest because the proceeds will be used to finance the cost of acquiring, constructing, improving, and maintaining its facilities.
- 4 Commission staff (Staff) reviewed the Company's Application and determined that it meets the requirements set out in RCW 80.08.040. Accordingly, Staff recommends

the Commission grant the Company's Application and issue an order finding that the Company has complied with RCW 80.08.040.

DISCUSSION

5 We agree with Staff and grant Avista's Application for an order finding that its planned securities issuance complies with RCW 80.08.040. The statute requires that a regulated utility, prior to issuing a security, must file with the Commission:

- (1) A description of the purposes for which the issuance is made, including a certification by an officer authorized to do so, that the proceeds from any such financing is for one or more of the purposes allowed by RCW 80.08.030;¹
- (2) A description of the proposed issuance, including the terms of financing; and
- (3) A statement as to why the transaction is in the public interest.

6 RCW 80.08.040 further provides that any utility that makes such a filing may request the Commission enter a written order establishing that the utility has complied with the requirements set out above. The statute requires the Commission to enter such an order when the utility has provided all information and statements as required.

7 We find that Avista has satisfied the statutory requirements. The Company's planned securities issuance includes a description of the purposes for which the issuance is made, including a certification by an authorized officer that the proceeds will be used for one or more purposes allowed by RCW 80.08.030; a description of the proposed issuance, including the terms of financing; and a statement explaining why the proposed sale of securities is in the public interest. Accordingly, we grant the Company's Application.

8 Within five months from the end of Avista's reporting period, the Company must file with the Commission an annual securities transaction report that complies with the minimum reporting requirements set out in Washington Administrative Code (WAC) 480-90-262 and WAC 480-100-262.

¹ RCW 80.08.030 provides that a public service company may issue stock for a limited number of purposes, including the construction, completion, extension, or improvement of its facilities, or the improvement or maintenance of its service.

FINDINGS AND CONCLUSIONS

- 9 (1) The Commission is an agency of the State of Washington vested by statute with the authority to regulate the rates, rules, regulations, practices, accounts, securities, transfers of property and affiliated interests of public service companies, including electric and gas companies.
- 10 (2) Under RCW 80.08.020, the power of public service companies to issue stocks and stock certificates or other evidence of interest or ownership, and bonds, notes, and other evidences of indebtedness, and to create liens on their property situated within the State of Washington is a special privilege, the right of supervision, regulation, restriction, and control of which is and shall continue to be vested in the State, and such power shall be exercised as provided by law and under such rules and regulations as the Commission may prescribe.
- 11 (3) Avista is engaged in the business of providing electric and natural gas service within the state of Washington. As a public service company, it is subject to Commission jurisdiction.
- 12 (4) On December 9, 2021, Avista filed with the Commission a statement of a planned securities issuance and Application for an order affirming compliance with RCW 80.08.040. The Application includes: (1) a certification by an authorized officer that the proceeds will be used for one or more purposes allowed by RCW 80.08.030; (2) a description of the proposed issuance, including the terms of financing, and (3) a statement as to why the proposed sale of securities is in the public interest, consistent with the requirements set out in RCW 80.08.040.
- 13 (5) After reviewing the information and application Avista filed in Docket U-210944 on December 9, 2021, and giving due consideration, the Commission finds that Avista's Application meets the requirements of RCW 80.08.040.
- 14 (6) Within five months from the end of its reporting period, Avista must file a securities transaction report that complies with WAC 480-90-262 and WAC 480-100-262.

ORDER

THE COMMISSION ORDERS:

- 15 (1) Avista Corporation d/b/a Avista Utilities has complied with the requirements of RCW 80.08.040 with respect to the proposals in its Application to issue and sell up to \$400 million of Debt Securities through public offerings or private placement, in addition to the authority previously granted by the Washington Utilities and Transportation Commission for the issuance of Debt Securities under Order 01, entered September 12, 2019, in Docket U-190554, of which \$310,000,000 remains available for issuance, for a total of \$710,000,000 additional Debt Securities.
- 16 (2) Avista Corporation d/b/a Avista Utilities is directed to file a Report of Securities Issued as required by WAC 480-100-262 and WAC 480-90-262. Avista Corporation d/b/a Avista Utilities is also required to file verified copies of any agreement entered in connection with any transaction pursuant to this Order. Finally, Avista Corporation d/b/a Avista Utilities shall file a verified statement setting forth in reasonable detail the disposition of the proceeds of each offering made pursuant to this Order.
- 17 (3) This Order shall in no way affect the authority of the Commission over rates, services, accounts, valuations, estimates, or determination of costs, or any matters that may come before it. Nor shall anything in this Order be construed as an agreement to any estimate or determination of costs, or any valuation of property claimed or asserted.

The Commissioners, having determined this Order to be consistent with the public interest, directed the Secretary to enter this Order.

DATED at Lacey, Washington, and effective February 10, 2022.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

AMANDA MAXWELL
Executive Director and Secretary