

Exhibit C

Draft Order Granting Applicant's Request
for an Order

**BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Application of)	DOCKET
)	
AVISTA CORPORATION dba AVISTA)	ORDER
UTILITIES,)	
)	
Petitioner,)	
)	
For an Order Establishing Compliance with)	ORDER ESTABLISHING COMPLIANCE
the Provisions of RCW 80.08.040, with)	WITH RCW 80.08.040, RELATING TO
respect to the issuance of securities, and)	SECURITIES ISSUANCE AND RCW
with RCW 80.16.020 regarding affiliated)	80.16.020 RELATING TO AFFILIATED
transactions.)	TRANSACTIONS
.....)	

BACKGROUND

On December 4, 2013, Avista Corporation (“Applicant” or “Avista”), filed an Application with the Commission for an order establishing compliance under the provisions of RCW 80.08.040. In its Application, Avista proposed the issuance of common stock for purposes permitted by law, in forms necessary or convenient to its operations, in a total amount of up to and including 7,250,000 authorized but unissued shares of common stock.

According to Avista’s Application and supporting documents, the proceeds of the financing are for one or more of the purposes allowed by RCW 80.08.030. Applicant also requested an order demonstrating compliance with RCW Chapter 80.16 relating to Affiliated Transactions.

FINDINGS AND CONCLUSIONS

1. The Washington Utilities and Transportation 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 natural gas companies. *RCW 80.01.040, RCW 80.04, RCW 80.08, RCW 80.12, RCW 80.16 and RCW 80.28.*
2. The Applicant, Avista Corporation, a Washington corporation, is a public service company subject to the jurisdiction of this Commission under the provisions of RCW Chapter 80.08.
3. The Application Avista filed meets the requirements of *RCW Chapter 80.08*, which concerns the issuance of securities by public service companies, and RCW Chapter 80.16 regarding affiliated transactions.
4. The Application in this Docket contains (a) a description of the purposes for which the proposed securities will be issued along with certification by an authorized officer that the proceeds from the financing will be used for the purposes allowed by RCW Chapter 80.08; (b) a description of the proposed issuance, including the terms of financing; and (c) a statement as to why the proposed transactions are in the public interest. The Application also described the nature of the affiliated transactions between

Avista and its affiliates, AERC and AEL&P, when the transaction is completed, and the manner in which costs will be assigned.

5. An order finding the Application and the proposed issuance of common stock by the Applicant is in compliance with the requirements of RCW Chapter 80.08, and compliance with RCW Chapter 80.16 regarding affiliated transactions should be entered.

ORDER

THE COMMISSION ORDERS:

1. The Application filed by Avista Corporation, and the proposed issuance of common stock by Avista Corporation as described in the Application are in compliance with the requirements of RCW Chapter 80.08 and RCW Chapter 80.16.
2. Avista Corporation is directed to file a Report of Securities Issued as required by WAC 480-110-262. Avista Corporation is also required to file verified copies of any agreement entered into in connection with any transaction pursuant to this Order. Finally, Avista Corporation shall file a verified statement setting forth in reasonable detail the disposition of the proceeds of each offering made pursuant to this Order.

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.

DONE at Olympia, Washington, and effective this day of _____ 2014.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

Steven King, Executive Director & Secretary