



Revised February 2007

## **EXECUTIVE COMMITTEE CHARTER**

### **I. PURPOSE**

The purpose of the Executive Committee (“Committee”) of the Board of Directors (“Board”) of Avista Corporation (the “Company”) is to function when the Board is not in session.

### **II. COMPOSITION**

The Board may designate three or more of its members (including independent directors and employee directors) to constitute the Committee. The designation of this Committee and the delegation of authority to its members shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

The Committee shall select a presiding officer from its members and may fix its own rules of procedure, which shall be consistent with the Bylaws of the Company.

### **III. MEETINGS**

Regular meetings of the Committee may be held without notice at such times and places as the Committee may fix from time to time by resolution.

Special meetings of the Committee may be called by any member upon not less than two (2) days notice stating the place, date and hour of the meeting. Notice may be written or oral. Any member of the Committee may waive notice of any meeting and no notice of any meeting need be given to any member who attends in person.

The Committee will keep regular minutes of its proceedings and report the same to the Board for their information at the next meeting held after the proceedings have been taken.

#### **IV. RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Committee shall:

1. Have and may exercise all of the authority of the Board including authority to authorize distributions or the issuance of shares of stock, except to the extent, if any, that such authority shall be limited by the resolution appointing the Committee or by law.
2. Review and assess this Charter, and submit to the Corporate Governance/Nominating Committee any recommended changes for review by the Corporate Governance /Nominating Committee. After such review by the Corporate Governance/ Nominating Committee, recommend any changes to the Charter to the full board.