

DECISION MEMORANDUM

**TO: COMMISSIONER KJELLANDER
 COMMISSIONER RAPER
 COMMISSIONER ANDERSON
 COMMISSION SECRETARY
 LEGAL
 WORKING FILE**

**FROM: JOSEPH TERRY
 TERRI CARLOCK**

DATE: NOVEMBER 28, 2018

**RE: AVISTA'S REQUEST FOR AUTHORIZATION TO ISSUE COMMON
 STOCK; CASE NO. AVU-U-18-01**

On November 9, 2018, Avista filed an Application requesting authority to issue 10,000,000 shares of common stock. Issuance of these shares is contingent on the approval of the pending merger between Hydro One and Avista. (Case Nos. AVU-E-17-09 and AVU-G-17-05) Issuance of new stock is a requirement of the proposed merger in Article II Section 2.19(a) of the Agreement and Plan of Merger between Avista and Hydro One. Staff confirmed Avista has at least 10,000,000 authorized but unissued shares of stock.

Case Nos. AVU-E-17-09 and AVU-G-17-05 are still pending and the order has not yet been issued. Approval by all regulatory jurisdictions is required before the requested shares can be issued and the merger can close.

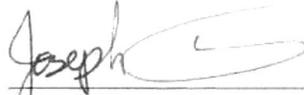
Avista's Application fee of \$1,000 was received on November 23, 2018.

STAFF RECOMMENDATION

Staff recommends the Commission approve the request for authorization to issue 10,000,000 shares of common stock, contingent upon the approval of the merger of Hydro One from all regulatory agencies, including this Commission in Case Nos. AVU-E-17-09 and AVU-G-17-05. Without all the approvals for the merger, no issuances will be authorized.

COMMISSION DECISION

Should Avista's request to issue 10,000,000 shares of common stock, contingent on the approval of the merger with Hydro One from all regulatory agencies, be approved?



Joseph Terry

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