

**CHARTER OF THE  
AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS OF IDACORP, INC.  
ADOPTED AS OF JULY 17, 2003  
AND AMENDED AS OF NOVEMBER 20, 2003, NOVEMBER 18, 2004,  
NOVEMBER 17, 2005 AND MARCH 16, 2006**

**I. PURPOSE OF THE COMMITTEE**

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of IDACORP, Inc. (the "Company") shall be to assist the Board in the oversight of the integrity of the Company's financial statements; compliance with legal and regulatory requirements; the qualifications, independence and performance of the independent auditors; and the performance of the internal audit department. The Committee shall also prepare the Audit Committee report as required by the Securities and Exchange Commission ("SEC") to be included in the Company's proxy statement for the annual meeting of shareholders. The Committee shall report regularly to the Board.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall be comprised of no fewer than three Directors. The Directors on the Committee shall meet the independence and other requirements of the New York Stock Exchange ("NYSE"), the Sarbanes-Oxley Act of 2002 ("SOX Act") and the rules promulgated by the SEC pursuant to the SOX Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Each Director meeting these requirements shall be referred to as an "Independent Director." Each member of the Committee must be "financially literate," as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Committee. In addition, at least one member of the Committee must have "accounting or related financial management expertise," as the Board interprets such qualification in its business judgment. One member of the Committee shall be an "audit committee financial expert" as that term is defined in the rules and regulations promulgated by the SEC pursuant to the SOX Act. No Director may serve as a member of the Committee if such Director serves on the audit committees of more than two other public companies, unless the Board expressly determines that such service would not impair said Director's ability to serve effectively on the Committee and such determination is disclosed in the Company's annual proxy statement.

The members of the Committee shall be appointed annually to one-year terms by majority vote of the Board at the first meeting of the Board following the annual meeting of shareholders. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy or by unanimous written consent of the Board. No member of the Committee shall be removed from the Committee except by majority vote of the Independent Directors then in office or by unanimous written consent of the Board.

### **III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet at least five times per year or more frequently as circumstances require. The Board shall designate one member of the Committee as its Chairperson on an annual basis. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members.

The Committee may request that any Director, officer or employee of the Company, or other person whose advice and counsel is sought by the Committee, attend meetings of the Committee to provide such pertinent information as the Committee requests.

The Committee shall deliver a report of each meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

The Committee may delegate certain of its functions to one or more members of the Committee if permitted by law. Such member(s) shall report on all actions taken no later than at the next meeting of the Committee. The Committee's functions are the sole responsibility of the Committee and may not be allocated to a different committee.

### **IV. DUTIES OF THE COMMITTEE**

The Committee shall have the following duties and responsibilities:

#### **A. Financial Reporting**

1. The Committee shall meet to review and discuss with management, the Company's independent auditors and the director of internal audit the following:
  - (a) the Company's earnings press releases (with particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as financial information and earnings guidance provided by the Company to analysts and rating agencies. This discussion may be done generally (i.e., discussion of the types of information to be disclosed and the type of presentation to be made).
  - (b) the Company's annual audited financial statements and quarterly financial statements, including reviewing the specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and any major issues related thereto, and

recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.

- (c) the critical accounting policies and such other accounting policies of the Company as are deemed appropriate for review by the Committee prior to any interim or year-end filings with the SEC or other regulatory body, including any financial reporting issues which could have a material impact on the Company's financial statements.
  - (d) the development, selection and disclosure of critical accounting estimates included in the "Management's Discussion and Analysis of Financial Condition and Results of Operations."
  - (e) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the selection or application of accounting principles.
  - (f) any analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements.
  - (g) all alternative treatments of financial information within GAAP that have been discussed by the independent auditors and management, ramifications of the use of such alternatives and the treatment preferred by the independent auditors.
  - (h) all material written communications between the independent auditors and management including but not limited to any management letter, schedule of unadjusted differences or management representation letter.
  - (i) the effect of regulatory, tax, accounting and financial reporting initiatives or developments, as well as off-balance sheet structures, on the financial statements of the Company, including those proposed and/or adopted by the Financial Accounting Standards Board, the Public Company Accounting Oversight Board, the American Institute of Certified Public Accountants or the Internal Revenue Service that may have a bearing on the Company.
  - (j) the Chief Executive Officer and Chief Financial Officer periodic report certifications and disclosure required under the SOX Act and the rules promulgated by the SEC pursuant thereto.
2. The Committee shall meet periodically with the Disclosure Committee to discuss any matters of concern arising from the Disclosure Committee's quarterly process to assist the Chief Executive Officer and Chief Financial Officer in their SOX Act Section 302 and 906 certifications.

3. The Committee shall prepare the Audit Committee Report, as required by Item 306 of Regulation S-K for inclusion in the Company's annual proxy statement.
4. The Committee shall review with the full Board any issues that arise with respect to the quality or integrity of the Company's financial statements.

### **B. Independent Auditors**

1. The Committee shall be directly responsible for the appointment (subject to shareholder ratification), compensation, retention, and oversight of the work of any independent auditors engaged by the Company (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditors shall report directly to the Committee.
2. The Committee shall review and have sole authority to approve the independent auditors' engagement plan, including the audit plan, scope, procedures and the engagement letter, including the proposed fees and terms contained therein, and monitor such plan's progress and results during the year.
3. The Committee shall review and have sole authority to pre-approve all audit and, as provided in the SOX Act, all permitted non-audit engagements between the Company and the independent auditors and monitor such engagements' progress and results during the year.
  - (a) The Committee may establish pre-approval policies and procedures for the engagement of the independent auditors.
  - (b) The Committee may delegate to one or more designated members the authority to grant the pre-approvals required by this subsection. The decisions of any member to whom authority is delegated to pre-approve an activity shall be presented to the full Committee at the next meeting of the Committee to occur after the grant of such approval.
  - (c) The Committee shall request from the independent auditors written assurance that each non-audit service they are to provide to the Company is not a prohibited activity as described in Section 10A(g) of the Exchange Act, Rule 2-01(c)(4) of Regulation S-X or rules promulgated by the Public Company Accounting Oversight Board.
4. The Committee shall obtain and review at least annually a report from the independent auditors describing:
  - (a) the independent auditors' internal quality-control procedures.

- (b) any material issues raised by the most recent internal quality control review, or peer review, of the independent auditors, or by any inquiry or investigation by any governmental or professional authority, within the preceding five years, respecting independent audits carried out by the independent auditors, and any steps taken to deal with any such issues.
  - (c) all relationships between the independent auditors and the Company, including a description of each category of services provided by the independent auditors to the Company and a list of the fees billed for each such category.
- 5. The Committee shall evaluate annually the independent auditors' qualifications, performance and independence. In this evaluation, the Committee shall take into account the opinions of management and the internal auditors. The Committee shall review and evaluate the lead partner of the independent auditors. The Committee shall present its conclusions to the Board.
- 6. The Committee shall oversee the independence of the independent auditors by, among other things:
  - (a) actively engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may affect the objectivity and independence of the independent auditors, and taking appropriate action to satisfy itself of the auditors' independence.
  - (b) monitoring the rotation of audit partners to ensure that the independent auditors are considered independent under applicable rules and regulations.
  - (c) setting clear hiring policies for employees or former employees of the independent auditors to ensure that the independent auditors are considered independent under applicable rules and regulations.
  - (d) considering whether there should be a regular rotation of the independent auditors.
  - (e) monitoring whether any improper influence is being asserted on the independent auditors engaged in the performance of the audit by officers or Directors of the Company, or any person acting under their direction.
- 7. The Committee shall instruct the independent auditors that they are ultimately accountable to the Committee and the Board.
- 8. The Committee shall review and discuss on a regular basis with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any problems or difficulties the independent auditors encountered in the course of any audit work, and

management's response with respect thereto, any restrictions on the scope of the independent auditors' activities or on access to requested information, and any significant disagreements with management. In connection therewith, the Committee should review with the independent auditors the following:

- (a) any accounting adjustments that were noted or proposed by the independent auditors but were rejected by management (as immaterial or otherwise).
  - (b) any communications between the audit team and the independent auditors' national office regarding auditing or accounting issues presented by the engagement.
  - (c) any "management" or "internal control" letters issued, or proposed to be issued, by the independent auditors.
9. The Committee shall review and discuss with the independent auditors the matters required to be discussed by Statement of Auditing Standards No. 100 relating to quarterly financial statements.
  10. The Committee shall obtain from the independent auditors their annual report and any other information pursuant to Section 10A of the Exchange Act.
  11. The Committee shall review with the full Board any issues that arise with respect to the performance and independence of the independent auditors.

### **C. Internal Controls**

1. The Committee shall review with the independent auditors, corporate compliance, internal audit and risk management, as applicable, the adequacy and effectiveness of the Company's internal controls pertaining to (i) the effectiveness and efficiency of operations, (ii) reliability of financial reporting and (iii) compliance with applicable law and regulations. The Committee's review of the Company's internal controls shall include a review of management's annual report on the Company's internal control over financial reporting, as well as the independent auditors' attestation report on management's assessment of the Company's internal control over financial reporting included in management's report, prior to the inclusion of such reports in the Company's annual report on Form 10-K.
2. The Committee shall review with management the Company's internal controls, including major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of the discovery of material control deficiencies, and evaluate whether the Company is operating in accordance with its prescribed policies, procedures and codes of conduct.
3. The Committee shall review periodically with the Chief Executive Officer, Chief Financial Officer, the independent auditors and the internal auditor, the following:

- (a) all significant deficiencies and material weaknesses in the design or operation of the Company's internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information.
- (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.
- (c) any change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

#### **D. Legal and Regulatory Compliance**

The Committee shall:

- (a) periodically review with the Board issues that arise with respect to the Company's compliance with legal or regulatory requirements.
- (b) periodically review the Code of Business Conduct and Ethics for officers and employees and the code of Conduct for Directors (collectively the "Codes") to ensure they properly address accounting and auditing matters.
- (c) periodically review the training of employees, officers and directors on the Codes and the communication and support channels available to address compliance related to accounting and auditing matters.
- (d) establish criteria for immediate reports to the Chairperson of the Committee and receive summary reports of violations of the Codes and actions taken related to accounting and auditing matters.

#### **E. Risk Management**

The Committee shall:

- (a) review and discuss with management guidelines and policies to govern the process by which management assesses and manages the Company's exposure to risk, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such risk.
- (b) review and concur in the appointment or removal of the Chief Risk Officer.

#### **F. Internal Audit**

1. The Committee shall:

- (a) annually review the Company's internal audit department including its organization and qualifications, the proposed audit plan for the coming year, the internal audit department's coordination efforts with the independent auditors, significant findings during the year, any difficulties experienced including access restrictions, changes in the audit plan and the independence of internal audit.
  - (b) review and concur in the appointment or removal of the director of internal audit.
- 2. The Committee shall review with the full Board any issues that arise with respect to the performance of the internal audit department.
- 3. The Committee shall discuss with the independent auditors the responsibilities, budget and staffing of the Company's internal audit department.

### **G. Other Duties and Responsibilities**

The Committee shall:

- (a) provide for an open avenue of communications between the Board, the Committee, the internal auditors and the independent auditors, including periodic meetings with the director of internal audit, the independent auditors, the Chief Financial Officer and other members of management in separate executive sessions to discuss any matters that the Committee, these groups or individuals believe should be discussed privately with the Committee.
- (b) establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- (c) perform such other functions as assigned to the Committee by law, the Company's Charter or By-laws, or the Board.
- (d) periodically review with the Chief Executive Officer, the Chief Financial Officer, the Disclosure Committee, and the internal auditor, the adequacy and effectiveness of the Company's disclosure controls and procedures.

### **H. Funding**

Appropriate funding, as determined by the Committee, shall be provided by the Company for payment of compensation to the independent auditors employed by the Company for the purposes of preparing or issuing an audit report or performing other audit, permitted non-audit,

review or attest services for the Company, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **V. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance including but not limited to the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall report to the Board the results of its evaluation, including any recommended amendment to this Charter and any recommended change to the Company's or the Board's policies or procedures.

## **VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may engage and obtain the advice and assistance from outside legal, accounting or other advisors as the Committee deems necessary to carry out its duties. The Committee may retain and compensate these advisors without seeking Board approval. Appropriate funding, as determined by the Committee, shall be provided by the Company for payment of compensation to any outside legal, accounting or other advisors employed by the Committee.

## **VII. GENERAL**

While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for planning or conducting the audit or for determining whether the Company's financial statements are complete and accurate and in accordance with GAAP.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company and that it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which the member receives information, (ii) the accuracy of the financial and other information provided to the Committee absent actual knowledge to the contrary (which shall be promptly reported to the Board) and (iii) statements made by management or third parties as to any information technology, internal audit and other non-audit services provided by the independent auditors to the Company.