



**Avista Corp.**

AVA NYSE

Utilities - Multiline

Market Capitalization USD:

**\$1,382.92 mm****CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Scott L. Morris****Age: 54****CEO Since: 2008**

	2009	2010	2011
<b>Base Salary</b>	\$630,001	\$630,001	\$662,307
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$582,026	\$627,669	\$537,363
<b>Benefits and Perquisites</b>	\$11,025	\$47,408	\$49,273
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$1,223,052</b>	<b>\$1,305,078</b>	<b>\$1,248,943</b>
<b>Increase in Post-Retirement Benefits</b>	\$691,983	\$906,969	\$890,122
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$1,112,983	\$1,033,920	\$1,356,481
<b>TOTAL COMPENSATION</b>	<b>\$3,028,018</b>	<b>\$3,245,967</b>	<b>\$3,495,546</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$778,815	\$886,392	\$982,957
<b>Value Realized on Exercise of Stock Option</b>	\$10,652	\$135,746	\$27,350
<b>Value Realized on Vesting of Stock</b>	\$188,774	\$1,669,364	\$1,651,668
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$199,426</b>	<b>\$1,805,110</b>	<b>\$1,679,018</b>

Proxy Date: 30 Mar 2012

Annual Meeting Date: 10 May 2012

Equity Reserves: 3.62%

Stock Option Run Rate: 0.00%

# Avista Corp.

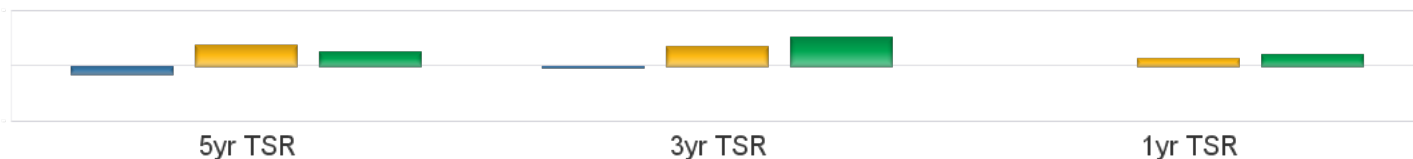
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## Performance Comparison

■ S&P500 ■ Industry ■ AVA



## Peer Comparisons (TRBC) =Utilities - Multiline

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
AVA	Avista Corp.	\$3,028,018	\$3,245,967	\$3,495,546	\$1,382,919,687
TEG	Integrus Energy Group, Inc.	\$4,123,289	\$6,513,752	\$6,269,965	\$3,806,357,989
MDU	MDU Resources Group, Inc.	\$4,203,004	\$2,860,918	\$3,566,327	\$3,622,948,493
BKH	Black Hills Corporation	\$1,873,600	\$2,692,662	\$3,045,945	\$1,208,473,373
NWE	NorthWestern Corporation	\$1,523,751	\$1,231,916	\$1,468,711	\$1,158,172,730
EDE	Empire District Electric Company (The)	\$1,267,151	\$1,439,300	\$683,706	\$812,989,643
CHG	CH Energy Group, Inc.	\$2,308,319	\$2,232,041	\$2,403,142	\$805,027,131

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Areva, Northwest Natural, Black Hills Corp, NorthWestern Energy, Covanta Holdings, OGE Energy, CPS Energy, Oglethorpe Power, DPL Inc, PNM Resources, Energen, Portland General Electric, E On US, Proliance Holdings, First Solar, Regency Energy Partners LP, GenOn Energy, Salt River Project, Hawaiian Electric, Santee Cooper, IDACORP Inc, Southern Union Company, Lower Colorado River Authority, Unisource Energy, Mirant, Vectren, New York Power Authority, Westar Energy, Nicor

### Performance Peer Group

AGL Resources, Inc., IDACORP, Inc., Alliant Energy Corp., MDU Resources Group, Inc., Aqua America, Inc., National Fuel Gas Co., Atmos Energy Corp., NSTAR, Black Hills Corp., NV Energy, Inc., Cleco Corp., OGE Energy Corp., DPL, Inc., PNM Resources, Inc., Dynegy, Inc., Questar, Energen Corp., UGI Corp., Great Plains Energy, Inc., Vectren Corp., Hawaiian Electric Industries, Inc., Westar Energy, Inc., WGL Holdings, Inc.

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
R. John Taylor	Chairman	62	Male	27	Outside Related
John F. Kelly	Member	67	Male	15	Outside Related
Michael L. Noel	Member	70	Male	8	Outside
Rebecca A. Klein	Member	46	Female	2	Outside