



IDAHO POWER COMPANY
P.O. BOX 70
BOISE, IDAHO 83707

RECEIVED
FILED
2003 DEC -4 PM 4:48



IDAHO PUBLIC UTILITIES COMMISSION
PATRICK A. HARRINGTON
Attorney

December 4, 2003

HAND-DELIVERED

Ms. Jean D. Jewell
Secretary
Idaho Public Utilities Commission
Statehouse
Boise, Idaho 83720

Re: In the Matter of the Application of Idaho Power Company for an order authorizing the issuance and sale of up to \$40,000,000 of Common Stock
Case No. IPC-E-03- 18

Dear Ms. Jewell:

Enclosed herewith for filing with the Commission are an original and five (5) copies of the above referenced application. A notice for publication regarding the application is also enclosed for your signature. Idaho Power will promptly submit the \$1,000 application filing fee to the Commission for this application. Please send three (3) certified copies of the Order issued in this matter to the undersigned.

Please contact me at 388-2878 if you have any questions regarding this filing.

Sincerely,


Patrick A. Harrington

c: D.T. Anderson
D.C. Gribble
Terri Carlock

RECEIVED
FILED

2003 DEC -4 PM 4:48

BEFORE THE
IDAHO PUBLIC UTILITIES COMMISSION

IDAHO PUBLIC
UTILITIES COMMISSION

IN THE MATTER OF THE APPLICATION)
OF IDAHO POWER COMPANY FOR AN)
ORDER AUTHORIZING THE ISSUANCE AND)
SALE OF UP TO \$40,000,000 OF)
COMMON STOCK)

CASE NO. IPC-E-03-18
APPLICATION

IDAHO POWER COMPANY (the "Applicant") hereby applies for an Order of the Idaho Public Utilities Commission (the "Commission") pursuant to Section 61-901, *Idaho Code*, as amended, and under Rule 14 of the Commission's Rules of Practice and Procedure, authorizing the Applicant to issue and sell up to \$40,000,000 of Applicant's authorized but unissued Common Stock, \$2.50 par value (the "Common Stock") to IDACORP, Inc., the parent company of Idaho Power and the sole owner of the outstanding common stock of Idaho Power.

(i) **The Applicant**

The Applicant is an electric public utility incorporated under the laws of the State of Idaho, engaged principally in the generation, transmission, distribution, purchase and sale of electric energy in a 20,000-square-mile area in southern Idaho and eastern Oregon. The executive offices of the Applicant are located at 1221 W. Idaho Street, P. O. Box 70, Boise, Idaho 83707-0070; its telephone number is (208) 388-2200.

(ii) **Description of Securities**

Applicant proposes to issue and sell up to \$40,000,000 of its Common Stock to IDACORP. Because Idaho Power's common stock is not publicly traded, the number of shares and price per share for the Common Stock will be based on an independent valuation of the Common Stock prior to the issuance and sale of the Common Stock to IDACORP. The Common Stock will be entitled to such dividends, if any, as may be legally declared by the Applicant's Board of Directors from time to time. Applicant expects that the Common Stock will be issued sometime during the fourth quarter of 2003 or the first quarter of 2004. The Common Stock will be entitled to one vote per share.

(iii) **Method of Issuance**

Applicant proposes to issue and sell the Common Stock directly to IDACORP. There will be no underwriters or selling agents. No fees or commissions (other than attorneys, accountants and similar technical services) will be paid by Applicant in connection with the issuance and sale of the Common Stock to IDACORP. Idaho Power will not be required to file a registration statement for the Common Stock with the Securities and Exchange Commission.

(iv) **Purpose of Issuance**

The proceeds to be received by the Applicant from the sale of the Common Stock will be used for the acquisition of property; the construction, completion, extension or improvement of its facilities; the improvement or maintenance of its service; the discharge or lawful refunding of its obligations; and for general corporate purposes. To the extent that the

proceeds from the sale of the Common Stock are not immediately so used, they will be temporarily invested in short-term discounted or interest-bearing obligations. The equity funding from the issuance and sale of the Common Stock to IDACORP will promote a more balanced Idaho Power capital structure and support Idaho Power's credit quality.

(v) **Propriety of Issue**

Applicant believes and alleges the facts set forth herein disclose that the proposed issuance of Common Stock is for a lawful object within the corporate purposes of Applicant and compatible with the public interest, which is necessary or appropriate for, or consistent with, the proper performance by Applicant of service as a public utility and which will not impair its ability to perform that service, and is reasonably necessary or appropriate for such purposes.

(vi) **Financial Statements; Resolutions**

Applicant will promptly file with the Commission as Attachment I to this Application its financial statements consisting of its (a) Balance Sheet and Notes to Financial Statements, (b) Statement of Capital Stock and Funded Debt, (c) Commitments and Contingent Liabilities, (d) Statement of Retained Earnings, and (e) Statement of Income.

A certified copy of the resolutions of Applicant's Directors authorizing the transaction with respect to this Application will be filed by Applicant as Attachment II prior to December 16, 2003.

(vii) **Proposed Order**

Applicant has filed herewith as Attachment III a proposed Order for adoption by the Commission if this Application is granted.

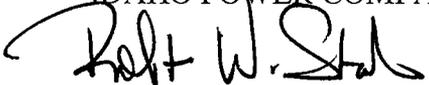
(viii) **Notice**

Notice of this Application will be published in those newspapers in the Applicant's service territory listed in Section 24.19 of the Commission's Rules of Practice and Procedure within seven (7) days of the date hereof.

PRAYER

WHEREFORE, Applicant respectfully requests that the Idaho Public Utilities Commission issue its Order authorizing Applicant to issue and sell \$40,000,000 of its Common Stock to IDACORP for the purposes set forth herein.

DATED at Boise, Idaho this 4th day of December, 2003.

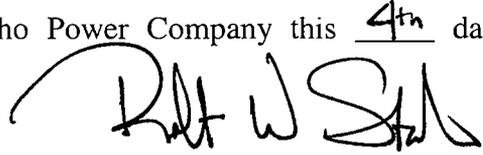
IDAHO POWER COMPANY

By: /s/ Robert W. Stahman
Vice President, Secretary and
General Counsel

VERIFICATION

I, Robert W. Stahman, declare that I am the Vice President, Secretary and General Counsel of Idaho Power Company and am authorized to make this Verification. The Application and the

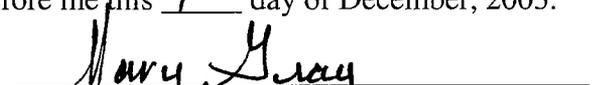
attached exhibits were prepared at my direction and were read by me. I know the contents of the Application and the attached exhibits, and they are true, correct and complete to the best of my knowledge and belief.

WITNESS my hand and seal of Idaho Power Company this 4th day of December, 2003.

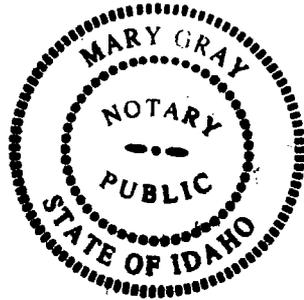


/s/ Robert W. Stahman

SUBSCRIBED AND SWORN to before me this 4th day of December, 2003.



Mary Gray
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 7/17/04



ATTACHMENT III

BEFORE THE
IDAHO PUBLIC UTILITIES COMMISSION

IN THE MATTER OF THE APPLICATION)	
OF IDAHO POWER COMPANY FOR AN)	CASE NO. IPC-E-03-____
ORDER AUTHORIZING THE ISSUANCE AND)	
SALE OF UP TO \$40,000,000 OF)	PROPOSED ORDER
<u>COMMON STOCK</u>)	

This matter is before the Idaho Public Utilities Commission upon the Application of Idaho Power Company ("Idaho Power" or the "Applicant") for authority to issue and sell not more than \$40,000,000 of its authorized but unissued Common Stock, \$2.50 par value (the "Common Stock") to IDACORP, Inc., the parent company of Idaho Power and the sole owner of the outstanding common stock of Idaho Power.

The Commission, having fully considered the Application and attached Exhibits, its files and records relating to this Application and the applicable laws and rules, now makes the following:

FINDINGS OF FACT

I

The Commission has jurisdiction over this matter pursuant to Title 61, *Idaho Code*, Chapters One and Nine.

II

The Applicant is incorporated under the laws of the State of Idaho and is qualified to do business in the States of Oregon, Nevada, Montana and Wyoming, with its principal place of business in Boise, Idaho.

III

Applicant proposes to issue and sell up to \$40,000,000 of the Common Stock to IDACORP. Because Idaho Power's common stock is not publicly traded, the number of shares and price per share for the Common Stock will be based on an independent valuation of the Common Stock prior to the issuance and sale of the Common Stock to IDACORP. The Common Stock will be entitled to such dividends, if any, as may be legally declared by the Applicant's Board of Directors from time to time. Applicant expects that the Common Stock will be issued and sold to IDACORP during the fourth quarter of 2003 or the first quarter of 2004. The Common Stock will be entitled to one vote per share.

IV

Applicant proposes to issue and sell the Common Stock directly to IDACORP. There will be no underwriters or selling agents. No fees or commissions (other than attorneys, accountants and similar technical services) will be paid by Applicant in connection with the issuance and sale of the Common Stock to IDACORP. Idaho Power will not be required to file a registration statement for the common stock with the Securities and Exchange Commission.

V

The proceeds to be received by the Applicant from the sale of the Common Stock will be used for the acquisition of property; the construction, completion, extension or improvement of its facilities; the improvement or maintenance of its service; the discharge or lawful refunding of its obligations; and for general corporate purposes. To the extent that the proceeds from the sale of the Common Stock are not immediately so used, they will be temporarily invested in short-term discounted or interest-bearing obligations. The equity funding from the issuance and sale of the Common Stock to IDACORP will promote a more balanced Idaho Power capital structure and support Idaho Power's credit quality.

CONCLUSIONS OF LAW

I

Applicant is incorporated under the State of Idaho and is duly authorized to do business in the States of Oregon, Nevada, Montana and Wyoming.

II

The Commission has jurisdiction over this Application.

III

The Commission does not have before it for determination and therefore does not determine the effect of the issuance of the Common Stock on rates to be charged by Applicant for electric service to consumers in the State of Idaho.

IV

The proposed issuance and sale of the Common Stock are for a lawful purpose and are within Applicant's corporate powers. The proposed transaction is in the public interest, and a formal hearing on this matter would serve no public purpose.

V

All fees have been paid by Applicant in accordance with Idaho Code § 61-905.

ORDER

IT IS THEREFORE ORDERED that the Application of Idaho Power Company for authority to issue and sell not more than \$40,000,000 of its Common Stock to IDACORP under the terms and conditions proposed and exhibited is hereby approved, for the purposes specified in said Application.

IT IS FURTHER ORDERED that as promptly as possible after the completion of this transaction, Applicant will file with the Commission a statement showing that the transaction has been carried out in accordance with the terms and conditions set forth herein. No additional authorization is required to carry out this transaction, and no supplemental order will be issued.

IT IS FURTHER ORDERED that nothing in this Order shall be construed to obligate the State of Idaho to pay or guarantee in any manner whatsoever any security authorized, issued, assumed or guaranteed under the provisions of this Order.

IT IS FURTHER ORDERED that this authorization is without prejudice to the regulatory authority of this Commission with respect to rates, service, accounts, evaluation estimates or determination of costs or any other matter which may come before this Commission pursuant to its jurisdiction and authority as provided by law.

IT IS FURTHER ORDERED that the issuance of this Order does not constitute acceptance of Idaho Power Company's exhibits or other material accompanying this Application for any purpose other than the issuance of this Order.

DONE by Order of the Idaho Public Utilities Commission at Boise, Idaho, this _____ day of _____, 2003.

PAUL KJELLANDER, President

DENNIS S. HANSEN, Commissioner

MARSHA H. SMITH, Commissioner

ATTEST:

JEAN D. JEWELL
Commission Secretary