

AVISTA CONTRACTOR CODE OF CONDUCT

FEBRUARY 2021

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Working with Avista

Avista is committed to corporate integrity, responsible sourcing, and the safety and wellbeing of workers across its supply chain, and holds its Contractors to the same standards that Avista adheres to with respect to its own Employees. Avista's expectations are described in this Contractor Code of Conduct ("Code"). Avista is committed to a culture of trust and respect centered around diversity, equity and inclusion. Avista values diversity of backgrounds, experiences, and ideas. A fundamental expectation for Avista is upholding the highest standards of ethical, social and sustainable conduct. These principles apply to all aspects of Avista's business, and encompass all businesses, organizations and individuals that provide the goods and services Avista uses in its business operations.

Contractors are an important extension of Avista's operations and are expected to conduct themselves in a professional manner that avoids damaging or potentially damaging Avista's reputation. As such, Contractors' commitments to ethics and compliance are essential as Avista and Contractors work together to provide clean, safe, and reliable energy to customers in Avista's service territories.

Contractors should discuss any questions or concerns about compliance or ethics issues with their Avista contact. Alternatively, questions or concerns can be reported, by phone, to Avista's Confidential Message Hotline at 1-877-861-6690 (the "Hotline") or electronically to <https://avistacorp.ethicspoint.com>. *Note:* The Hotline is available 24/7 and provides a means of anonymous reporting, if desired.

Applicability and Compliance

This Code sets forth the standards ("Standards") that must be met by all Contractors including, but not limited to contractors, subcontractors, manufacturers, agents, distributors, suppliers, and third parties of every tier (each a "Contractor" and collectively "Contractors") that provide service for, sell goods to, or do business with Avista. Contractors are responsible for ensuring:

- This Code is shared with all individuals assigned to perform work for or on behalf of Avista; and
- Any work performed for or on behalf of Avista is done in full compliance with this Code, the contract between Avista and Contractor, all applicable laws and regulations, and with the highest standards of integrity.

Contractors are responsible for compliance with both the terms and conditions of their contract with Avista, and the Standards set forth in this Code. This requirement extends throughout each Contractor's operations including:

- All of Contractor's facilities where goods and/or services destined for Avista are manufactured, distributed, packaged, performed, or otherwise handled ("Facilities"); and
- All of Contractor's operations, including construction, manufacturing, distribution, packaging, sales, marketing, product safety and certification, intellectual property, labor, immigration, health, worker safety, the environment, etc.



Contractors are also responsible for compliance with the Standards set forth in this Code throughout their own supply chain, including their suppliers, agents, and subcontractors (“**Partner(s)**”) and the Partners’ respective Facilities.

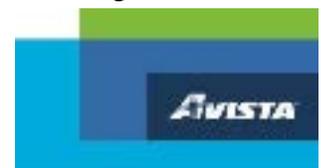
Compliance with Laws and Code of Conduct

Contractors shall comply with all applicable federal, state and local laws and regulations. Where this Code of Conduct requires Contractors to meet a higher standard than set out by law or regulation, Contractors shall meet such heightened requirements.

Avista may require Contractors to demonstrate their compliance with this Code and related laws or regulations. This may include supply chain audits (including, but not limited to, supply chain audits for product safety, labor and human rights and environmental stewardship) and inspections of Contractor’s Facilities should Avista, in its discretion, deem necessary. Contractors understand that this Code sets out audit Standards that Avista may use to determine whether Contractors are meeting the requirements set out in this Code. Avista has no obligation to conduct inspections or audits. Failure to comply with the expectations set forth in the Code may result in termination of the business relationship (including any contracts) with Avista.

Business Conduct

- **Antitrust:** Contractors shall: (i) comply with all applicable antitrust and fair competition laws governing the work; (ii) avoid all appearances of wrongdoing and avoid compromising ethical standards to gain a competitive advantage or to meet business objectives including, without limitation, making or receiving improper payments or gifts; (iii) accurately report all pertinent financial information, prepare invoices, document the purpose of the transaction, and prepare all information/records related to the work (as well as any related “Warranty Services”); (iv) respect the trade secrets and non-public information of other third parties; and (v) avoid compromising ethical standards to gain a competitive advantage or to meet business objectives including, without limitation, making or receiving improper payments or gifts.
- **Business Integrity:** Contractors shall perform the work and any related “Warranty Services” in compliance with applicable laws and regulations concerning bribery, corruption, fraud and any other prohibited business practices, including Avista’s policy which strictly forbids giving or promising anything of value to a government official or employee, whether to influence such person in their official duties or to encourage unlawful conduct. Contractors shall ensure that their Partners also comply with such laws and policies.
- **Criminal and Civil Claims:** Contractors shall inform Avista of any recent, current or pending criminal investigations, litigation or charges against it or any of its employees or Partners so that Avista can assess the potential impacts of such investigations, claims, charges or litigation on Avista’s interests.
- **Insider Trading:** Contractors shall comply, and shall ensure that their Partners comply, with federal securities laws, prohibiting “Insider Trading” transactions – defined as anyone: (i) purchasing or selling Avista securities (either personally or on behalf of others) if that person is aware of material, non-public information about Avista, or (ii) disclosing material



non-public information about Avista to others (i.e. “tipping”) who then trade such securities.

- **Corporate Opportunities:** Contractors shall not take advantage of opportunities discovered through the performance of Contractors’ work for Avista or the use of Avista’s property, information or position, for Contractors’ personal or corporate gain.
- **Endorsements:** Public endorsements or testimonials of Contractor, the products or services used by Avista, or the firms or individuals who supply them to Avista, require prior written approval from an individual authorized by Avista. This requirement applies, without limitation, to use of testimonials, endorsements, and Avista’s name and/or logo in advertising, articles or catalogs.
- **Responsible Sourcing:** Contractors shall take commercially reasonable actions to ensure goods and services are procured and/or manufactured from ethical sources throughout its supply chain. Contractors shall take appropriate due diligence measures to determine the origin of minerals used in products supplied to Avista to assure the products do not contain Conflict Minerals within the meaning of Section 1502 of the Dodd Frank Wall Street Reform and Consumer Protection Act. Further, Contractors shall ensure all sub-suppliers and subcontractors are aware of and comply with the Standards in this Code.

Conflict of Interest

Avista is committed to conducting its business in a manner that avoids conflicts of interest and/or the appearance of conflicts of interest. As such, Contractors shall maintain the highest ethical standards and exercise commercially reasonable care to prevent any actions or conditions that may result in a conflict with Avista’s interests, the appearance of a conflict of interest, or may compromise fair and objective business decisions.

- **Business Interests:** Contractors shall not (i) perform any work for, or enter into any contract with others that may conflict with its contractual, professional, equitable and/or other obligations to Avista, or (ii) enter into any business arrangements with Avista employees or officers in their individual capacities, without the prior written consent of Avista.
- **Commissions or Rebates:** Contractors shall not pay any commissions or fees, or grant any rebates to any Avista employee or officer.
- **Personal Relationships:** Contractors shall disclose to their Avista contact of the existence of any relationship, family, or business (contractual or otherwise) between themselves, their principals, officers or employees and Avista, its directors, officers or employees that conflict with their obligations under the Agreement.
- **Gifts and Entertainments:** Contractors shall avoid offers of cash, favors, gifts or entertainment to Avista employees or officers that could create a sense of obligation or the appearance of an obligation. In particular, Contractors shall not give employees or officers gratuities of cash or gift cards redeemable for cash or offer loans or payments under terms that are not available to the general public. **Note:** Customary business meals for employees or officers that have procurement or contract management-related responsibilities are not considered gifts.



External Communications

Avista is committed to providing external stakeholders with information that is open, authentic, credible, and professional. All external communications on behalf of Avista must be communicated through individuals and channels authorized by Avista. Contractors shall not speak on behalf of Avista unless they have been trained and authorized to do so by Avista.

General Management

Avista reserves the right to monitor its assets and work environment to ensure compliance with applicable laws and regulations. Contractors shall not expect privacy or exemption from review when using an Avista work space or technology resources including computers, voicemail or systems used to create, access, transmit or store information. In addition, Contractors must adhere to applicable privacy and information security laws and regulations with respect to information or data related to customers, employees, or Contractors. Contractors are responsible for safeguarding Avista's assets and ensuring those assets are being used properly, safely, efficiently, and for business purposes only. Contractors are expected to take great care to protect Avista's equipment, tools, supplies, and materials, used in association with performance of the Contractors' services to Avista, from loss, damage, theft, misuse, or waste. Avista's assets also include non-physical items and resources, such as strategies, inventions, developments, and ideas – these non-physical assets must also be protected and used by Contractors only for the benefit of Avista.

Environmental Stewardship

Avista endeavors to protect and enhance the environment by conducting business in ways that honor the integrity of the natural resources in the areas we serve. Avista prefers to work with Contractors that share this commitment to environmental sustainability. As such, Contractors shall provide goods and perform work in an environmentally responsible manner in compliance with all applicable environmental laws, regulations, and Avista policies and procedures related to emissions, waste disposal, discharges, and hazardous and toxic material handling. Contractors shall report environmental concerns or spills to Avista's Spill Report Line at 509-998-0996.

Labor & Human Rights

Avista is committed to protecting the human rights of others and Avista expects our Contractors to share in this commitment. Contractors shall, at a minimum, adhere to the labor, human rights, and employment standards adopted by Avista for its own employees.

- **Compensation and Benefits:** Contractors must comply with all applicable laws and regulations related to wages, payments and benefits, including without limitation any requirements set forth in the contract between Avista and Contractor.
- **Work Hours:** Contractors shall not require their workforce to work beyond daily and weekly work hour limits as required by local, state and federal law. Contractor shall develop work-hour policies to ensure compliance with this Code and applicable law.
- **Discrimination, Abuse, or Harrassment:** Avista is committed to a work environment based on respect, diversity, equity, equality and inclusion. Contractors shall: (i) perform work in a harassment free, safe, secure and respectful manner that fosters equal opportunity for workplace advancement; and (ii) not discriminate in hiring, compensation, training,



advancement or promotion, termination, retirement, or any other employment practice based on race, color, national origin, gender, gender identity, sexual orientation, military status, religion, age, marital or pregnancy status, disability, or any other characteristic other than the worker's ability to perform the work.

Contractors shall not subject workers to corporal punishment or physical, verbal, sexual, or psychological abuse or harassment, and shall not condone or tolerate such behavior by its Partners.

- **Slavery and Human Trafficking:** All labor must be voluntary. Contractors shall not support or engage in the exploitation of workers, including slavery, forced labor as defined by the International Labor Organization (“ILO”) Convention 29, or human trafficking as defined by the Palermo Protocol in its operations or any part of its supply.

Contractors shall implement and maintain a reliable system to verify the eligibility of all workers, including age eligibility and legal status of foreign workers.

- **Freedom of Association and Collective Bargaining:** Contractors shall respect the rights of workers to associate with groups of their choice, including the right to form or join trade unions and to engage in collective bargaining as protected by law. Contractors shall not interfere, discriminate, retaliate or take action against such workers.
- **Hazardous Work:** Contractors shall not, and shall ensure that their Partners do not, support or engage in, or require any hazardous labor to be performed by any person under the age of 18. Hazardous labor involves any work, that by its nature or the circumstances in which the work is undertaken, involves the substantial risk of harm to the safety or health of the worker or coworkers if adequate protections are not taken. Further, Contractors shall take all commercially reasonable actions necessary to protect the safety or health of workers who are required to perform hazardous labor associated with the work.
- **Identification Papers:** Contractors shall not require any worker to surrender control over original identification papers or documents that give a foreign worker the right to enter, leave or work in the United States, including documents such as passports or birth certificates.
- **Financial Obligations:** Contractors shall not require, directly or indirectly, any worker (or worker’s spouse or family member) to pay recruitment or other fees or other amounts (monetary or in-kind); incur debt; make financial guarantees; or incur any other financial obligation, whether or not such requirement is a condition to the worker’s right to work.
- **Freedom of Movement:** Contractors shall ensure that workers have the right to freedom of movement without delay or hindrance or the threat or imposition of any discipline, penalty, retaliation, or fine or other monetary obligation. Workers’ freedom of movement rights include each worker’s right to leave the Facilities without retaliation: (i) at the end of each workday; (ii) based on reasonable health and safety-related justifications; and/or (iii) based on any reasonable circumstances, such as personal or family emergencies.
- **Freedom to Terminate Employment:** Contractors shall allow workers to terminate their employment or work arrangement without restriction and without the threat or imposition of any discipline, penalty, retaliation, or fine or other monetary obligation.



- **Child Labor:** Contractors shall not, and shall ensure that its Partners do not, support or engage in child labor as defined by ILO Conventions 138 on the Minimum Age for Admission to Employment and 182 on the Worst Forms of Child Labor.

Health and Safety

Avista values the safety and security of every individual. Contractors shall place the highest emphasis on personal safety, the safety of co-workers, the safety of Avista employees and the safety of the general public before making decisions or initiating any work. Contractor shall, at a minimum, adhere to the occupational health and safety and employment standards defined by federal, state and local laws and regulations for Contractor's own employees.

Contractor shall provide a safe and healthy working environment and perform work in the safest possible manner consistent with established safe work practices, including without limitation any requirements specified in the contract between Avista and Contractor. Contractor shall implement procedures and safeguards to prevent industry-specific and general workplace hazards, and work-related accidents and injuries. Contractor shall provide workers adequate and appropriate personal protective equipment to protect workers against hazards typically encountered in the scope of work. In addition, Contractors shall support Avista's commitment to a violence free work environment and restrictions on the possession of weapons.

Avista is committed to maintaining a safe, productive, drug and alcohol-free work environment. Contractors shall comply with the Drug Free Workplace Act of 1988 and U.S. Department of Transportation regulations. Contractors shall not condone or permit of their employees, while in the course of performing the work for Avista, on Avista premises, or in Avista owned or rented vehicles, to:

- Use drugs that are illegal under state or federal law (including marijuana).
- Misuse or abuse legal (prescription or over-the-counter) drugs or alcohol.
- Manufacture, buy, sell, distribute, dispense, traffick, transfer, purchase, use, consume, or possess illegal drugs, including marijuana, or prescription drugs for which the employee does not have a lawful prescription.
- Be under any influence of drugs (illegal under state or federal law, or for which the employee does not have a prescription that complies with applicable federal or state law) or alcohol.

Neither Contractor nor Contractor's employees shall use tobacco products (including but not limited to smoking and vaping) while in the course of performing the work for Avista, on Avista premises or job sites, or in Avista owned or rented vehicles. Possession of an individual's own prescription medication does not violate this policy if the individual needs to take the medication during work time and such use does not affect the individual's alertness or mental acuity and does not negatively impact the individual's ability to safely operate a vehicle or otherwise affect job performance. Contractors shall ensure that their employees do not operate an Avista vehicle, or any other vehicle when on Avista business, while under the influence of alcohol, illegal drugs, or prescription/over the counter medications that cause impairment.

Avista provides a safe workplace for all employees, contractors and the public, that is free from aggressive, threatening, or violent acts. Avista observes a zero tolerance when it comes to acts or



threats of violence. Dangerous weapons that can be used for the purpose of injuring another individual are strictly prohibited from any Avista building, worksite or Avista-owned or leased vehicle. Dangerous weapons include any object or instrument that can be used for the purpose of injuring another individual; but exclude those objects that are required and properly used in the performance of job-related duties, provided the use of these work-related objects or instruments as weapons shall not be tolerated. If a Contractor employee becomes subject to a restraining order which contains provisions affecting any Avista property or workplace, Contractor shall provide that order to their Avista contact.

Contractors are expected to report all incidents and near misses to Avista.

Raising Concerns & Retaliation

The Standards described in this Code are core to the success of Avista's relationship with its Contractors. Contractors have the responsibility to speak up if they have concerns, or see or suspect activities that may be a violation of any laws, regulations of this Code. As previously noted under "Working with Avista" on page 3 of this Code, Contractors shall reach out to their Avista contact to report concerns, or report concerns via Avista's Confidential Message Hotline at 1-877-861-6690 (the "Hotline") or electronically to <https://avistacorp.ethicspoint.com>.

Avista is committed to protecting the rights of individuals who report their concerns. Retaliation, against anyone who seeks advice, speaks up or is involved in an investigation is strictly prohibited.

