

**IDACORP, INC.**  
**CODE OF BUSINESS CONDUCT AND ETHICS**  
**FOR DIRECTORS**  
**ADOPTED AS OF FEBRUARY 11, 2015**

**1.     *Introduction***

IDACORP, Inc. (the "Company") and all of its subsidiaries and affiliated companies are committed to conducting business in accordance with the highest standards of business ethics. This Code of Business Conduct and Ethics for Directors (the "Code") applies to the Directors of the Company and reflects the business practices and principles of behavior that support this commitment.

Every Director must:

- (i)     represent the interest of the shareholders of the Company;
- (ii)    exhibit high standards of integrity, commitment and independence of thought and judgment;
- (iii)   dedicate sufficient time, energy and attention to ensure the diligent performance of his or her duties; and
- (iv)    comply with every provision of this Code.

**2.     *Compliance Officer***

The Company has designated the General Counsel of the Company as its Compliance Officer to administer this Code. Directors, at their discretion, may make any report or complaint provided for in this Code to the Chairman of the Board or the Compliance Officer. The Compliance Officer will refer complaints submitted, as appropriate, to the Chairman of the Board, the Chairman of the Corporate Governance Committee, the Chairman of the Audit Committee or the full Board of Directors.

**3.     *Compliance With Applicable Laws***

Directors must comply with all laws, rules and regulations of the United States and other countries, as well as the states, counties, cities and other jurisdictions, applicable to the Company or its business, including insider trading laws.

This Code does not summarize all laws, rules, and regulations applicable to the Company or its business. The Company will provide to the Directors copies of various policies, guidelines and materials the Company has prepared on specific laws, rules and regulations. Directors should consult with the Chairman of the Board or the Compliance Officer if they have questions about laws they think may be applicable to the Company or its business.

#### **4. *Encouraging the Reporting of any Illegal or Unethical Behavior***

Directors should promote ethical behavior and take steps to ensure the Company:

- a. encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation;
- b. encourages employees to report violations of laws, rules, regulations or the Company's Code of Business Conduct and Ethics to appropriate personnel; and
- c. informs employees that the Company will not allow retaliation for reports made in good faith.

#### **5. *Conflicts of Interest***

Directors must avoid conflicts of interest. Directors should also be mindful of, and seek to avoid, conduct which could reasonably be construed as creating the appearance of a conflict of interest.

While this Code does not attempt to describe all possible conflicts of interest that could develop, a conflict of interest can occur where:

- a. a Director's personal interest is adverse to – or may reasonably appear to be adverse to – the interests of the Company as a whole;
- b. a Director's private interest interferes in any way, or even appears to interfere, with the interests of the Company as a whole;
- c. a Director takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively; or
- d. a Director, or a member of his or her family,<sup>1</sup> receives improper personal benefits as a result of his or her position as a director of the Company.

Some of the more common conflicts which Directors should avoid are:

- Relationship of Company with third-parties

Directors may not receive a personal benefit from a person or firm which is seeking to do business or to retain business with the Company or the Company's subsidiaries or affiliated companies. A Director shall recuse himself or herself from any Board of Directors' decision involving another firm or company with which the director is affiliated.

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<sup>1</sup> As used herein, the term "family" means a Director's spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law and anyone – other than an employee – sharing the Director's home.

- Compensation from non-Company sources

Directors may not accept compensation in any form for services performed for the Company or the Company's subsidiaries or affiliated companies from any source other than the Company or the Company's subsidiaries or affiliated companies.

- Gifts

Directors may not offer, give or receive gifts from persons or entities who deal with the Company or the Company's subsidiaries or affiliated companies in those cases where any such gift is being made in order to influence the Directors' actions as members of the Board of Directors, or where acceptance of the gifts could reasonably create the appearance of a conflict of interest.

- Personal use of Company assets

Directors may not use assets, labor or information of the Company or the Company's subsidiaries or affiliated companies for personal use unless approved by the Chairman of the Corporate Governance Committee, or as part of a compensation or expense reimbursement program available to all Directors.

- Loans and guarantees

Directors may not receive loans or guarantees from the Company or the Company's subsidiaries or affiliated companies.

Any actual or potential conflict of interest with the Company or any of the Company's subsidiaries or affiliated companies involving a Director or any questions related thereto should be brought promptly to the attention of the Chairman of the Board or the Compliance Officer. The Chairman of the Board or the Compliance Officer will review the question and determine an appropriate course of action, including whether consideration or action by the Board of Directors or a committee of the Board is necessary. Directors involved in any conflict or potential conflict situations shall recuse themselves from any decision relating thereto.

## **6. *Business Relationships With Directors***

For the purpose of minimizing the risk of conflicts of interest, any monetary arrangements for goods or services between, on the one hand, a Director, or any member of a Director's family, and, on the other hand, either the Company or any of the Company's subsidiaries or affiliated companies or a member of the Company's senior management or any of the Company's subsidiaries' or affiliated companies' senior management (each an "IDACORP-Related Party") shall be subject to approval by the Board of Directors.

Such approval shall not be required where:

- a. the arrangement involves payments to or from an IDACORP-Related Party that constitute less than \$120,000 per annum in the aggregate; or
- b. the payments are for electrical energy purchased or sold under a purchase or sale arrangement that is approved by a state or federal regulatory agency.

## **7. *Corporate Opportunities***

Directors are prohibited from:

- a. taking for themselves or their companies opportunities that are discovered through the use of property or information of the Company or any of the Company's subsidiaries or affiliated companies or their position as a Director;
- b. using the property or information of the Company or any of the Company's subsidiaries or affiliated companies or their position as a Director for personal gain; or
- c. competing with the Company or any of the Company's subsidiaries or affiliated companies for business opportunities.

However, if the Company's disinterested Directors determine that the Company or any of the Company's subsidiaries or affiliated companies will not pursue an opportunity, a Director may then do so without violating this provision of the Code.

## **8. *Confidentiality***

All Directors must maintain the confidentiality of information entrusted to them by the Company or any of the Company's subsidiaries or affiliated companies or its or their customers, except when the Company authorizes disclosure or the disclosure is required by applicable law, regulation, or legal proceedings. The term "confidential information" includes, but is not limited to, non-public information that might be of use to competitors of the Company or any of the Company's subsidiaries or affiliated companies, or harmful to the Company, any of the Company's subsidiaries or affiliated companies or its or their customers if disclosed. Whenever feasible, Directors should consult with the Chairman of the Board or the Compliance Officer if they believe they have a legal obligation to disclose confidential information.

## **9. *Fair Dealing***

Directors must endeavor to deal fairly with the employees, customers, suppliers and competitors of the Company or any of the Company's subsidiaries or affiliated companies. No Director should take unfair advantage of the employees, customers, suppliers, and competitors of the Company or any of the Company's subsidiaries or affiliated companies through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

**10. *Protection and Proper Use of Company Assets***

All Directors should perform their duties in a manner that protects the assets of the Company and its subsidiaries and affiliated companies and ensures their efficient use. All assets of the Company and its subsidiaries and affiliated companies should be used for legitimate business purposes.

**11. *Accountability***

This Code applies to all Directors. Each Director is accountable for compliance with this Code. Directors should communicate any suspected violations of this Code promptly to the Chairman of the Board or the Compliance Officer. Suspected violations will be investigated by or at the direction of the Board of Directors or the Corporate Governance Committee, and appropriate action will be taken in the event that a violation is confirmed.

Directors must sign a statement of acknowledgment that they will comply with this Code.

**12. *Amendment, Modification And Waiver***

This Code may be amended or modified only by the Board of Directors. Waivers of this Code may be made only by the Corporate Governance Committee, and as a general policy, the Corporate Governance Committee will not grant waivers of this Code. Amendments, modifications and waivers are subject to the disclosure and other requirements of the Securities Exchange Act of 1934, and the rules thereunder and the applicable rules of the New York Stock Exchange.