

**CHARTER OF THE  
CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF IDAHO POWER COMPANY  
ADOPTED AS OF JULY 17, 2003  
AND AMENDED AS OF JANUARY 21, 2010**

**I. PURPOSE OF THE COMMITTEE**

The purposes of the Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Idaho Power Company (the "Company") shall be to identify individuals qualified to become directors (consistent with criteria approved by the Board), and to select, or to recommend that the Board select, the candidates for all directorships to be filled by the Board or by the shareholders; to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; to oversee the evaluation of the Board and management; and to take a leadership role in shaping the corporate governance of the Company.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall be comprised of three or more directors who qualify as independent directors ("Independent Directors") under the listing standards of the New York Stock Exchange (the "NYSE").

The members of the Committee shall be appointed annually to one-year terms by majority vote of the entire 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 three 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 any meeting of the Committee to provide such pertinent information as the Committee requests.

Following each of its meetings, the Committee shall deliver a report on the 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 its functions to one or more members of the Committee if permitted by law. Such member(s) shall report on all actions taken at the next meeting of the Committee.

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

##### **A. Board Candidates and Nominees**

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

(1) To establish and periodically review criteria and procedures, including procedures for evaluating the suitability of potential director nominees proposed by management or recommended by shareholders, for the selection of new directors to serve on the Board; provided, however, that any criteria established by the Committee for the selection of new directors shall be subject to Board approval.

(2) To identify individuals believed to be qualified as candidates to serve on the Board (consistent with criteria approved by the Board) and to select, or to recommend that the Board select, the candidates for all directorships to be filled by the Board or approved by the shareholders at an annual or special meeting.

(3) To review the suitability for continued service as a director of each Board member when his or her term expires and to recommend whether or not the director should be re-nominated.

(4) To evaluate the facts and circumstances and make a recommendation to the Board, when directors submit letters of resignation as required by the Corporate Governance Guidelines in connection with a change in employment, whether to accept such resignation or request that the director continue to serve on the Board.

##### **B. Board Composition and Procedures**

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

(1) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, expertise and diversity consistent with the Board's criteria and contains at least the minimum number of Independent Directors required by the NYSE.

(2) To review periodically the size of the Board and to recommend to the Board any appropriate changes.

(3) To make recommendations on the frequency and structure of Board meetings.

(4) To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted.

### **C. Board Committees**

The following shall be the duties and responsibilities of the Committee with respect to the committee structure of the Board:

(1) To make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.

(2) To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

(3) To review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.

(4) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

### **D. Corporate Governance**

The following shall be the duties and responsibilities of the Committee with respect to corporate governance:

(1) To develop and review at least annually, the Corporate Governance Guidelines adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the NYSE, and to recommend any desirable changes to the Board.

(2) To establish procedures for all interested parties to communicate directly with the Lead Independent Director or non-management or independent directors as a group.

(3) To keep abreast of developments with regard to corporate governance as issues arise and to make appropriate recommendations to the Board in light of such developments.

### **E. Review of Related Person Transactions**

The Committee shall:

(1) Periodically review the Related Person Transactions Policy and recommend such changes to the Board as the Committee deems appropriate.

(2) Review transactions involving directors, director nominees or executive officers and members of their immediate families or other "related persons" in which the Company or any of its subsidiaries is or will be a participant for the purpose of determining whether such transactions are in the Company's best interests. The review shall be done in accordance with the Company's Related Person Transactions Policy.

**F. Director and Executive Stock Ownership**

The Committee shall monitor compliance with the Company's stock ownership and stock retention guidelines.

**G. Continuing Education**

The Committee shall:

(1) Review and approve such continuing education programs, including those endorsed by RiskMetrics Group, as the Committee deems appropriate for each director to maintain the appropriate level of expertise and knowledge of his or her responsibilities as a director.

(2) Monitor compliance with continuing education requirements.

**H. Evaluation of the Board and Management**

The Committee shall be responsible for overseeing the evaluation of the Board as a whole and management. The Committee shall establish procedures consistent with those included in the corporate governance guidelines to allow it to exercise this oversight function.

**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 at least 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 deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes 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 retain, at the Company's expense, such outside advisors as it deems necessary. The Committee shall have the sole authority to retain and

terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees to be paid by the Company and other retention terms.