

IDACORP INC  
Form 10-Q/A  
November 12, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549  
FORM 10-Q/A

Amendment No. 1

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

| Commission File<br>Number | Exact name of registrant as specified<br>in its charter, state of<br>incorporation, address of principal executive<br>offices, and telephone number | I.R.S. Employer<br>Identification<br>Number |
|---------------------------|---|---|
| 1-14465                   | IDACORP, Inc.<br>1221 W. Idaho Street<br>Boise, ID 83702-5627   | 82-0505802                                  |
|                           | Telephone: (208) 388-2200<br>State of Incorporation: Idaho  |   |

None

Former name, former address and former fiscal year, if changed since last report.

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Number of shares of Common Stock outstanding as of September 30, 2002: 37,853,573

PART II - OTHER INFORMATION

**Item 6. Exhibits and Reports on Form 8-K**

Explanatory Note - Exhibits 99(a) and 99(b), which were referenced in the exhibit list to the Form 10-Q, filed on November 8, 2002, were inadvertently omitted from the filing. They are filed herewith.

(a) Exhibits:

| <b>Exhibit</b> | <b>File Number</b> | <b>As Exhibit</b> |   |
|----------------|--------------------|-------------------|---|
| *2             | 333-48031          | 2                 | Agreement and Plan of Exchange between IDACORP, Inc., and IPC dated as of February 2, 1998.                       |
| *3(a)          | 33-56071           | 3(d)              | Articles of Share Exchange, as filed with the Secretary of State of Idaho on September 29, 1998.                  |
| *3(b)          | 333-64737          | 3.1               | Articles of Incorporation of IDACORP, Inc.  |
| *3(b)(i)       | 333-64737          | 3.2               | Articles of Amendment to Articles of Incorporation of IDACORP, Inc. as filed with the Secretary of State of Idaho |

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on March 9, 1998.

|           |  |            |   |
|-----------|--|------------|---|
| *3(b)(ii) | 333-00139  | 3(b)       | Articles of Amendment to Articles of Incorporation of IDACORP, Inc. creating A Series Preferred Stock, without par value, as filed with the Secretary of State of Idaho on September 17, 1998.  |
| *3(c)     | 1-14465<br>Form 10-Q<br>for 6/30/99                | 3(h)       | Amended Bylaws of IDACORP, Inc. as of July 8, 1999.   |
| *4(a)     | 1-14465<br>Form 8-K<br>dated<br>September 15, 1998 | 4          | Rights Agreement, dated as of September 10, 1998, between IDACORP, Inc. and Wells Fargo Bank Minnesota, N.A. as Successor Rights Agent.   |
| *4(b)     | 1-14465<br>Form 8-K<br>dated<br>February 28, 2001  | 4.1        | Indenture for Senior Debt Securities dated as of February 1, 2001, between IDACORP, Inc. and Bankers Trust Company (now Deutsche Bank Trust Company Americas), as Trustee.  |
| *4(c)     | 1-14465<br>Form 8-K<br>dated<br>February 28, 2001  | 4.2        | First Supplemental Indenture dated as of February 1, 2001, to Indenture for Senior Debt Securities dated as of February 1, 2001 between IDACORP, Inc. and Bankers Trust Company (now Deutsche Bank Trust Company Americas), as Trustee. |
| *10(a) 1  | 1-3198<br>Form 10-K<br>for 1996                    | 10(n)(iv)  | The Revised Security Plan for Senior Management Employees - a non-qualified, deferred compensation plan effective August 1, 1996.   |
| *10(b) 1  | 1-14465<br>Form 10-K<br>for 2001                   | 10(n)(ii)  | The Executive Annual Incentive Plan for senior management employees of IPC effective January 1, 2001.   |
| *10(c) 1  | 1-3198<br>Form 10-K<br>for 1994                    | 10(n)(iii) | The 1994 Restricted Stock Plan for officers and key executives of IDACORP, Inc. and IPC effective July 1, 1994.   |
| *10(d) 1  | 1-14465<br>Form 10-K<br>for 1998                   | 10(h)(iv)  | The Revised Security Plan for Board of Directors - a non-qualified, deferred compensation plan effective August 1, 1996, revised March 8, 1999.   |
| *10(e) 1  | 1-14465<br>Form 10-Q<br>for 3/31/02                | 10(e)      | IDACORP, Inc. Non-Employee Directors Stock Compensation Plan as of May 17, 1999, as amended.  |
| *10(f)    | 1-3198<br>Form 10-K<br>for 1997                    | 10(y)      | Executive Employment Agreement dated November 20, 1996 between IPC and Richard Riazzi.  |

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|         |                                     |       |  |
|---------|-------------------------------------|-------|--|
| *10(g)  | 1-3198<br>Form 10-Q<br>for 6/30/99  | 10(g) | Executive Employment Agreement dated April 12, 1999<br>between IPC and Marlene Williams.   |
| *10(h)  | 1-14465<br>Form 10-Q<br>for 9/30/99 | 10(h) | Agreement between IDACORP, Inc. and Jan B. Packwood,<br>J. LaMont Keen, James C. Miller, Richard Riazzi, Darrel T.<br>Anderson, Bryan Kearney, Cliff N. Olson, Robert W.<br>Stahman and Marlene K. Williams. |
| *10(i)1 | 1-14465<br>Form 10-Q<br>for 3/31/02 | 10(i) | IDACORP, Inc. 2000 Long-Term Incentive and<br>Compensation Plan, as amended.   |
| 12      |                                     |       | Statement Re: Computation of Ratio of Earnings to Fixed<br>Charges.  |
| 12(a)   |                                     |       | Statement Re: Computation of Supplemental Ratio of<br>Earnings to Fixed Charges.   |
| 12(b)   |                                     |       | Statement Re: Computation of Ratio of Earnings to<br>Combined Fixed Charges and Preferred Dividend<br>Requirements.  |
| 12(c)   |                                     |       | Statement Re: Computation of Supplemental Ratio of<br>Earnings to Combined Fixed Charges and Preferred<br>Dividend Requirements.   |
| 15      |                                     |       | Letter Re: Unaudited Interim Financial Information.  |
| *21     | 1-14465<br>Form 10-Q<br>for 6/30/02 |       | Subsidiaries of IDACORP, Inc.  |
| 99(a)   |                                     |       | Certification of Chief Executive Officer pursuant to Section<br>906 of the Sarbanes-Oxley Act of 2002.   |
| 99(b)   |                                     |       | Certification of Chief Financial Officer pursuant to Section<br>906 of the Sarbanes-Oxley Act of 2002.   |

[1] Compensatory Plan

(b) Reports on Form 8-K. The following reports on Form 8-K were filed for the three months ended September 30, 2002.

**Items Reported**

**Date of Report**

Item 9 - Regulation FD Disclosure

August 9, 2002

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Item 5 - Other Events and Regulation FD Disclosure August 29, 2002  
Item 5 - Other Events and Regulation FD Disclosure and September 9, 2002  
Item 7 - Financial Statements and Exhibits

\* Previously filed and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned thereunto duly authorized.

IDACORP, Inc.  
(Registrant)

Date November 12, 2002 By: /s/ *Jan B. Packwood*  
Jan B. Packwood  
President and Chief Executive Officer

Date November 12, 2002 By: /s/ *Darrel T. Anderson*  
Darrel T. Anderson  
Vice President, Chief Financial  
Officer and Treasurer  
(Principal Financial Officer)  
(Principal Accounting Officer)

**CERTIFICATIONS**

I, Jan B. Packwood, President and Chief Executive Officer, certify that:

1. I have reviewed the quarterly report on Form 10-Q for the period ended September 30, 2002, as amended by Form 10-Q/A (Amendment No. 1) of IDACORP, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;



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2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 (c) and 15d-14 (c)) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date            November 12, 2002            By:            /s/            *Darrel T. Anderson*  
Darrel T. Anderson  
Vice President, Chief Financial  
Officer and Treasurer



