



“Interregional Distribution Grid Company of Centre”, Joint-Stock Company

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**MINUTES**  
**of the meeting of the Committee for Strategy and Development under the Board of**  
**Directors of IDGC of Centre, JSC**  
**(in the form of joint presence)**

18 May, 2009

No.04/09

**Moscow**

Form of the meeting: **joint presence**

Total number of members of the Committee for Strategy and Development: **9 persons**

The following members attended the meeting in the form joint presence: **A.M.**

**Airapetyan, S.A. Balaeva, E.A. Bronnikov, A.V. Demidov, A.V. Zemskov, A.V.**

**Klaptsov, K.V. Kotikov, R.A. Filkin, S.V. Chebotarev.**

The quorum is **present**.

The meeting was held by: **The Chairman of the Committee for Strategy and Development A.V. Demidov**

Date of the minutes drawing up: **20.05.2009**.

**Invited persons:**

**Sergey Alexandrovich Arkhipov** – member of the Management Board, the First deputy of the General Director of IDGC of Centre, JSC

**Sabir Rafikovich Agamaliyev** – Acting Deputy of the General Director of IDGC of Centre, JSC for Capital Construction

**Tatyana Anatolievna Kulbakina** – Director for Corporate Relations of IDGC of Centre, JSC

**Dmitry Mikhailovich Gilev** – Chief of the Department for Economy of IDGC of Centre, JSC

**Vladimir Valerievich Nesterenko** – Chief of the Department for Capital Construction of IDGC of Centre, JSC .

**AGENDA:**

1. Preliminary approval of the Company's business plan for 2009 with it further submission to the Board of Directors of the Company.
2. Preliminary approval of the Company General Director's report on performance of the Investment program for 2008 with it further submission to the Board of Directors of the Company.
3. Preliminary approval of the Company's Investment program for 2009 with it further submission to the Board of Directors of the Company.

There was made the audio record of this meeting of the Committee for Strategy and Development, including the record of speech of rapporteurs, questions of members of the Committee as well as explanations and answers of the Company's officers' to asked questions.

The audio record is kept in materials to this meeting of the Committee for Strategy and Development.

**ITEM No. 1: Preliminary approval of the Company's business plan for 2009 with it further submission to the Board of Directors of the Company.**

**Rapporteur:** Evgeny Alexeyevich Bronnikov – Member of the Committee for Strategy and Development of the Board of Directors of IDGC of Centre, JSC, Member of the Management Board, deputy General Director of IDGC of Centre, JSC for Economy and Finance.

E.A. Bronnikov's report (presentation) on item of approval of the Company's business plan for 2009 is kept in materials to this meeting of the Committee for Strategy and Development.

During the discussion of the report the following members of the Committee asked questions: A.V. Demidov, A.M. Airapetyan, R.A. Filkin, A.V. Klaptsov.

Members of the Committee asked questions relating to: current situation on the Company's credit portfolio, the Company's accounts payable and receivable, signing of Agreements (protocols) on transfer of the Company's branches at RAB, reasons and amount of reduction of productive supply, forecasting tariffs, the Company's joint debt, settlement procedure with FGC of UES, JSC, sale companies and TSE, including advance payments, shortfall in income, wage fund and the Company's headcount optimization etc.

S.A. Arkhipov., E.A. Bronnikov, D.M. Gilev gave explanations and answers to asked questions.

**Protocol:**

Following the results of consideration of the item A.V. Demidov, the Chairperson of the Committee for Strategy and Development, authorized the Company's management:

- to evaluate the efficiency of transition of «Belgorodenergo», the «pilot» Branch of IDGC of Centre, JSC, to two-level management system (liquidation of mobile electric power stations) and to submit to the Committee for Strategy and Development the analysis of such optimization of the branch structure of IDGC of Centre, JSC, not later than 01.07.2009.

- to submit to the Committee for Strategy and Development the proposals relating to adjustment of the Program of non-State pension provision of the Company's employees not later than 01.06.2009.

**Decision:**

To recommend the members of the Company's Board of Directors to take the following

decision in respect of the item «Approval of the business plan of IDGC of Centre, JSC, for 2009»:

«To approve the business plan of IDGC of Centre, JSC, for 2009 according to Appendix».

**Voting results of joint presence:**

<b>Arman Mushegovich Airapetyan -</b>	<b>FOR</b>
<b>Svetlana Alexandrovna Balaeva -</b>	<b>ABSTAINED</b>
<b>Evgeny Alexeyevich Bronnikov -</b>	<b>FOR</b>
<b>Alexey Vladimirovich Demidov -</b>	<b>FOR</b>
<b>Alexander Vladimirovich Zemskov -</b>	<b>FOR</b>
<b>Alexei Vitalievich Klaptsov -</b>	<b>FOR</b>
<b>Konstantin Viktorovich Kotikov -</b>	<b>FOR</b>
<b>Roman Alexeevich Filkin -</b>	<b>ABSTAINED</b>
<b>Sergey Vladimirovich Chebotarev -</b>	<b>FOR</b>

**Total:**

FOR	7
AGAINST	0
ABSTAINED	2

**The decision is taken.**

In virtue of the proposal of the Chairman of the Committee for Strategy and Development, A.V. Demidov, and absence of objections of the members of the Committee, the item No. 3 of the agenda of the meeting of the Committee for Strategy and Development «Preliminary approval of the Company General Director's report on performance of the Investment program for 2008 with it further submission to the Board of Directors of the Company» was proposed as the second item for consideration at the meeting.

**ITEM No. 2: Preliminary approval of the Company General Director's report on performance of the Investment program for 2008 with it further submission to the Board of Directors of the Company.**

**Rapporteur:** Sabir Rafikovich Agamaliev – Acting Deputy of the General Director of IDGC of Centre, JSC for Capital Construction.

S.R. Agamaliev's report (presentation) on item of approval of the Company General Director's report on performance of the Investment program for 2008 is kept in materials to this meeting of the Committee for Strategy and Development.

A.V. Demidov, the member of the Committee spoke during the discussion of the item.

A.V. Demidov asked questions relating to: volume of leased equipment, correlation of performed actual leasing payments to planned ones, reasons of deviations etc.

S.A. Arkhipov., S.R. Agamaliev, E.A. Bronnikov and V.V. Nesterenko gave explanations and answers to asked questions.

**Decision:**

To recommend the members of the Company's Board of Directors to take the following decision in respect of the item «Approval of the Company General Director's report on performance of the Investment program for 2008»:

«To approve the Company General Director's report on performance of the Investment

program for 2008 according to Appendix. To register renewal of lease contracts as well as increase of planned leasing expenses for 2009 connected with the growth of the interest rate on credits and revision of the payment schedule».

**Voting results of joint presence:**

<b>Arman Mushegovich Airapetyan -</b>	<b>FOR</b>
<b>Svetlana Alexandrovna Balaeva -</b>	<b>ABSTAINED</b>
<b>Evgeny Alexeyevich Bronnikov -</b>	<b>FOR</b>
<b>Alexey Vladimirovich Demidov -</b>	<b>FOR</b>
<b>Alexander Vladimirovich Zemskov -</b>	<b>FOR</b>
<b>Alexei Vitalievich Klaptsov -</b>	<b>FOR</b>
<b>Konstantin Viktorovich Kotikov -</b>	<b>FOR</b>
<b>Roman Alexeevich Filkin -</b>	<b>FOR</b>
<b>Sergey Vladimirovich Chebotarev -</b>	<b>FOR</b>

**Total:**

FOR	8
AGAINST	0
ABSTAINED	1

**The decision is taken.**

**ITEM No. 3: Preliminary approval of the Company's Investment program for 2009 with it further submission to the Board of Directors of the Company.**

**Rapporteur:** Sabir Rafikovich Agamaliyev – Acting Deputy of the General Director of IDGC of Centre, JSC for Capital Construction.

S.R. Agamaliyev's report (presentation) on item of approval of the Company's Investment program for 2009 is kept in materials to this meeting of the Committee for Strategy and Development.

During the discussion of the report the following members of the Committee asked questions: A.V. Demidov, A.M. Airapetyan, A.V. Klaptsov, R.A. Filkin.

Members of the Committee asked questions relating to: sources of the Investment program for 2009, reasons of reduction of the Investment program 2009, technological risks connected with reliable operation activity of IDGC of Centre, JSC, the Company's plans on purchase of foreign equipment, including expenses for possible purchase etc.

A.V. Demidov asked questions relating to: volume of leased equipment, correlation of performed actual leasing payments to planned ones, reasons of deviations etc.

S.A. Arkhipov., S.R. Agamaliyev, E.A. Bronnikov and V.V. Nesterenko gave explanations and answers to asked questions.

**Protocol:**

A.V. Demidov, the Chairperson of the Committee for Strategy and Development, emphasized that at reduction of expenses for the Investment program the Company must be governed by technological reasonableness of such decision and principle of absolute observance of reliable work of Interregional Distribution Grid Company.

Following the results of consideration of the item A.V. Demidov, the Chairman of the Committee for Strategy and Development, authorized the Company's management:

- not later than 01.06.2009 to submit information of efficiency of performed work with contractors and suppliers in respect of signing of supplementary agreements to concluded contracts oriented to reduction of expenses under contracts passing from 2008 to 2009.

**Decision:**

To recommend the members of the Company's Board of Directors to take the following decision in respect of the item «Approval of the Investment program of IDGC of Centre, JSC, for 2009»:

«To approve the Investment program of IDGC of Centre, JSC, for 2009 according to Appendix».

**Voting results of joint presence:**

<b>Arman Mushegovich Airapetyan -</b>	<b>FOR</b>
<b>Svetlana Alexandrovna Balaeva -</b>	<b>ABSTAINED</b>
<b>Evgeny Alexeyevich Bronnikov -</b>	<b>FOR</b>
<b>Alexey Vladimirovich Demidov -</b>	<b>FOR</b>
<b>Alexander Vladimirovich Zemskov -</b>	<b>FOR</b>
<b>Alexei Vitalievich Klaptsov -</b>	<b>FOR</b>
<b>Konstantin Viktorovich Kotikov -</b>	<b>FOR</b>
<b>Roman Alexeevich Filkin -</b>	<b>ABSTAINED</b>
<b>Sergey Vladimirovich Chebotarev -</b>	<b>FOR</b>

**Total:**

FOR	7
AGAINST	0
ABSTAINED	2

**The decision is taken.**

**Chairperson of the Committee  
for Strategy and Development of the Board  
of Directors of IDGC of Centre, JSC**

**A.V. Demidov**

**Secretary of the Committee**

**S.V. Lapinskaya**