



"Interregional Distribution Grid Company of Centre", Joint-Stock Company

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## MINUTES

of meeting of the Board of Directors of IDGC of Centre  
(in the form of absent voting)

«15» October 2013

Moscow

No. 24/13

Form of the meeting: **absent voting.**

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **S.A. Arkhipov, A.M. Branis, V.A. Goncharov, S.A. Demin, M.V. Kaloeva, A.V. Molsky, O.Y. Isaev, M.M. Saukh, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.**

Members who did not provide questionnaires: **none.**

The quorum is **present.**

**Absence of objections concerning the materials and draft resolutions from V.G. Korolev, the observer of the Federal Antimonopoly Service of the Russian Federation, was taken into account at drawing up of the minutes.**

Date of the minutes: **18.10.2013.**

### AGENDA:

1. On approval of the target values of Cash Flow of the Company for 4Q 2013.
2. On approval of an internal document of the Company: the Regulation on management of cash flow of IDGC of Centre in a new edition.
3. On consideration of the report of General Director of the Company «Cost certification and structure of the work on the development of automated process control and telecommunications systems within the targeted development programs for automated process control systems».
4. On approval of an amendment to electric grid lease agreement of 17.07.2013 № PM-25/7700/00386/13, concluded between IDGC of Centre and FGC UES, which is a related party transaction.
5. On approval of the List of titles of the executive office of the Company, approval of candidates for which is within the competence of the Board of Directors of the Company.
6. On coordination of candidates for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
7. On approval of the nomination of an independent appraiser to determine the market value of the property, which constitutes fixed assets, located at the address: Lipetsk region, city of Lipetsk, Vinogradny lane, 16.
8. On approval of the Action Plan implementing the concept to address the "last mile" issue.
9. On approval of an internal document of the Company - Scenarios for the formation of investment programs of the Company in a new edition.

**Item 1: On approval of the target values of Cash Flow of the Company for 4Q 2013.**

**Decision:**

To defer consideration of the item at a later date.

**Voting results:**

- |   |         |
|---|---------|
| 1. <b>Sergey Alexandrovich Arkhipov</b>   | - «FOR» |
| 2. <b>Alexander Markovich Branis</b>      | - «FOR» |
| 3. <b>Valery Anatolyevich Goncharov</b>   | - «FOR» |
| 4. <b>Sergey Alexandrovich Demin</b>      | - «FOR» |
| 5. <b>Oleg Yuryevich Isaev</b>            | - «FOR» |
| 6. <b>Madina Valeryevna Kaloeva</b>       | - «FOR» |
| 7. <b>Alexey Valeryevich Molsky</b>       | - «FOR» |
| 8. <b>Maxim Mikhailovich Saukh</b>        | - «FOR» |
| 9. <b>Roman Alexeyevich Filkin</b>        | - «FOR» |
| 10. <b>Oxana Vladimirovna Shatokhina</b>  | - «FOR» |
| 11. <b>Alexander Viktorovich Shevchuk</b> | - «FOR» |

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 2: On approval of an internal document of the Company: the Regulation on management of cash flow of IDGC of Centre in a new edition.**

**Decision:**

To take the issue off the table.

**Voting results:**

- |   |         |
|---|---------|
| 1. <b>Sergey Alexandrovich Arkhipov</b>   | - «FOR» |
| 2. <b>Alexander Markovich Branis</b>      | - «FOR» |
| 3. <b>Valery Anatolyevich Goncharov</b>   | - «FOR» |
| 4. <b>Sergey Alexandrovich Demin</b>      | - «FOR» |
| 5. <b>Oleg Yuryevich Isaev</b>            | - «FOR» |
| 6. <b>Madina Valeryevna Kaloeva</b>       | - «FOR» |
| 7. <b>Alexey Valeryevich Molsky</b>       | - «FOR» |
| 8. <b>Maxim Mikhailovich Saukh</b>        | - «FOR» |
| 9. <b>Roman Alexeyevich Filkin</b>        | - «FOR» |
| 10. <b>Oxana Vladimirovna Shatokhina</b>  | - «FOR» |
| 11. <b>Alexander Viktorovich Shevchuk</b> | - «FOR» |

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 3: On consideration of the report of General Director of the Company «Cost certification and structure of the work on the development of automated process control and telecommunications systems within the targeted development programs for automated process control systems».**

**Decision:**

1. To defer consideration of the item at a later date.

2. To instruct General Director of the Company to supplement the provided justified cost of the feasibility study, developed on the basis of the «Supplemental explanation in the evaluation of the effectiveness of the target program for automated process control systems of IDGC of Centre».

**Voting results:**

- |   |         |
|---|---------|
| 1. <b>Sergey Alexandrovich Arkhipov</b>   | - «FOR» |
| 2. <b>Alexander Markovich Branis</b>      | - «FOR» |
| 3. <b>Valery Anatolyevich Goncharov</b>   | - «FOR» |
| 4. <b>Sergey Alexandrovich Demin</b>      | - «FOR» |
| 5. <b>Oleg Yuryevich Isaev</b>            | - «FOR» |
| 6. <b>Madina Valeryevna Kaloeva</b>       | - «FOR» |
| 7. <b>Alexey Valeryevich Molsky</b>       | - «FOR» |
| 8. <b>Maxim Mikhailovich Saukh</b>        | - «FOR» |
| 9. <b>Roman Alexeyevich Filkin</b>        | - «FOR» |
| 10. <b>Oxana Vladimirovna Shatokhina</b>  | - «FOR» |
| 11. <b>Alexander Viktorovich Shevchuk</b> | - «FOR» |

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 4: On approval of an amendment to electric grid lease agreement of 17.07.2013 № PM-25/7700/00386/13, concluded between IDGC of Centre and FGC UES, which is a related party transaction.**

**Decision:**

To approve amendment to electric grid lease agreement of 17.07.2013 № PM-25/7700/00386/13, concluded between IDGC of Centre and FGC UES (hereinafter – the Agreement), which is a related party transaction (hereinafter - the Amendment, Appendix # 1 to this decision of the Board of Directors of the Company), on the following essential conditions:

**Parties of the Amendment:**

FGC - FGC UES;

User - IDGC of Centre

**Subject of the Amendment:**

In connection with the change of the list of the leased under the Agreement Facilities, the Parties have agreed to amend the Agreement as follows:

«1.1. From 01.07.2013 to read appendix 7 to the Agreement in the edition of appendix 1 to this Amendment».

All other provisions of the Agreement not affected by the Amendment shall remain unchanged, and the Parties reaffirm their obligations on them.

**Duration of the Amendment:**

The Amendment shall enter into force upon signature and shall apply to the relations of the Parties effective from 01.07.2013.

**Voting results:**

The member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

1. **Sergey Alexandrovich Arkhipov** - «FOR»

- |     |                                       |               |
|-----|---------------------------------------|---------------|
| 2.  | <b>Alexander Markovich Branis</b>     | - «FOR»       |
| 3.  | <b>Valery Anatolyevich Goncharov</b>  | - «FOR»       |
| 4.  | <b>Sergey Alexandrovich Demin</b>     | - «FOR»       |
| 5.  | <b>Madina Valeryevna Kaloeva</b>      | - «FOR»       |
| 6.  | <b>Alexey Valeryevich Molsky</b>      | - «FOR»       |
| 7.  | <b>Maxim Mikhailovich Saukh</b>       | - «FOR»       |
| 8.  | <b>Roman Alexeyevich Filkin</b>       | - «FOR»       |
| 9.  | <b>Oxana Vladimirovna Shatokhina</b>  | - «FOR»       |
| 10. | <b>Alexander Viktorovich Shevchuk</b> | - «ABSTAINED» |

**Total:**

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 5: On approval of the List of titles of the executive office of the Company, approval of candidates for which is within the competence of the Board of Directors of the Company.**

**Decision:**

1. To consider the list of titles of the executive office of the Company, approval of nominations for which is within the competence of the Board of Directors of the Company, approved by the decision of the Board of Directors on 15.05.2013 (Minutes # 12/13 of 20.05.13) to have lost force».

2. To approve and put into force the following list of titles of the executive office of the Company, approval of nominations for which is within the competence of the Board of Directors of the Company:

1. First Deputy General Director;
2. Deputy General Director for Technical Issues – Chief Engineer;
3. Deputy General Director for Security;
4. Deputy General Director – division director.

**Voting results:**

- |     |                                       |               |
|-----|---------------------------------------|---------------|
| 1.  | <b>Sergey Alexandrovich Arkhipov</b>  | - «FOR»       |
| 2.  | <b>Alexander Markovich Branis</b>     | - «ABSTAINED» |
| 3.  | <b>Valery Anatolyevich Goncharov</b>  | - «FOR»       |
| 4.  | <b>Sergey Alexandrovich Demin</b>     | - «FOR»       |
| 5.  | <b>Oleg Yuryevich Isaev</b>           | - «FOR»       |
| 6.  | <b>Madina Valeryevna Kaloeva</b>      | - «FOR»       |
| 7.  | <b>Alexey Valeryevich Molsky</b>      | - «FOR»       |
| 8.  | <b>Maxim Mikhailovich Saukh</b>       | - «FOR»       |
| 9.  | <b>Roman Alexeyevich Filkin</b>       | - «ABSTAINED» |
| 10. | <b>Oxana Vladimirovna Shatokhina</b>  | - «FOR»       |
| 11. | <b>Alexander Viktorovich Shevchuk</b> | - «ABSTAINED» |

**Total:**

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

**Decision is taken.**

**Item 6: On coordination of candidates for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.**

**Decision:**

To agree upon the nomination of Andrey Eduardovich Polyakov for the position of Deputy General Director of IDGC of Centre - Tverenergo division director».

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Sergey Alexandrovich Arkhipov   | - «FOR»       |
| 2. Alexander Markovich Branis      | - «ABSTAINED» |
| 3. Valery Anatolyevich Goncharov   | - «FOR»       |
| 4. Sergey Alexandrovich Demin      | - «FOR»       |
| 5. Oleg Yuryevich Isaev            | - «FOR»       |
| 6. Madina Valeryevna Kaloeva       | - «ABSTAINED» |
| 7. Alexey Valeryevich Molsky       | - «FOR»       |
| 8. Maxim Mikhailovich Saukh        | - «FOR»       |
| 9. Roman Alexeyevich Filkin        | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina  | - «FOR»       |
| 11. Alexander Viktorovich Shevchuk | - «FOR»       |

**Total:**

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

**Decision is taken.**

**Item 7. On approval of the nomination of an independent appraiser to determine the market value of the property, which constitutes fixed assets, located at the address: Lipetsk region, city of Lipetsk, Vinogradny lane, 16.**

**Decision:**

1. To approve the nomination of the independent appraiser LLC "LAIR", St. Petersburg to determine the market value of the property, which constitutes fixed assets, located at the address: Lipetsk region, city of Lipetsk, Vinogradny lane, 16 on the following conditions:

- **buying price:** 450 000 rubles 00 kopecks, including VAT;

- **payment terms:** in accordance with the "Schedule of payment for services provision"

1 stage: advance payment of 30% of the cost of services provided under the Agreement is made within 10 (ten) calendar days from the date of an agreement conclusion based on the invoice for payment;

2 stage: the final payment of 70% of the cost of works performed is made via a bank transfer within 30 (thirty) calendar days after the signing of the Act for the provision of services and providing a tax invoice;

- **duration of the services provision:** in accordance with the "Schedule of services provision"  
- 10 days from the date of the agreement signature.

2. To recommend to General Director of the Company in the further implementation of procurement procedures to assess the market value of assets for the Company to consider as the main criterion for determining the winner the positive experience of the appraiser being selected with JSC "Russian Grids" and the Federal Property Management Agency.

**Voting results:**

- |                                  |         |
|----------------------------------|---------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis    | - «FOR» |
| 3. Valery Anatolyevich Goncharov | - «FOR» |
| 4. Sergey Alexandrovich Demin    | - «FOR» |
| 5. Oleg Yuryevich Isaev          | - «FOR» |
| 6. Madina Valeryevna Kaloeva     | - «FOR» |
| 7. Alexey Valeryevich Molsky     | - «FOR» |

- |   |         |
|---|---------|
| <b>8. Maxim Mikhailovich Saukh</b>        | - «FOR» |
| <b>9. Roman Alexeyevich Filkin</b>        | - «FOR» |
| <b>10. Oxana Vladimirovna Shatokhina</b>  | - «FOR» |
| <b>11. Alexander Viktorovich Shevchuk</b> | - «FOR» |

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 8. On approval of the Action Plan implementing the concept to address the "last mile" issue.**

**Decision:**

1. To take into consideration the Action Plan implementing the concept to address the "last mile" issue in IDGC of Centre in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
2. To take into account the activities, specified by the Action Plan implementing the concept to address the "last mile" issue in IDGC of Centre in the Program to manage costs of IDGC of Centre.

**Voting results:**

- |   |               |
|---|---------------|
| <b>1. Sergey Alexandrovich Arkhipov</b>   | - «FOR»       |
| <b>2. Alexander Markovich Branis</b>      | - «FOR»       |
| <b>3. Valery Anatolyevich Goncharov</b>   | - «FOR»       |
| <b>4. Sergey Alexandrovich Demin</b>      | - «FOR»       |
| <b>5. Oleg Yuryevich Isaev</b>            | - «FOR»       |
| <b>6. Madina Valeryevna Kaloeva</b>       | - «ABSTAINED» |
| <b>7. Alexey Valeryevich Molsky</b>       | - «FOR»       |
| <b>8. Maxim Mikhailovich Saukh</b>        | - «FOR»       |
| <b>9. Roman Alexeyevich Filkin</b>        | - «FOR»       |
| <b>10. Oxana Vladimirovna Shatokhina</b>  | - «FOR»       |
| <b>11. Alexander Viktorovich Shevchuk</b> | - «ABSTAINED» |

**Total:**

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 9. On approval of an internal document of the Company - Scenarios for the formation of investment programs of the Company in a new edition.**

**Decision:**

1. To approve the Scenarios for the formation of investment programs of the Company in a new edition in accordance with Appendix # 3 to this decision.
2. To consider the Scenarios for the formation of investment programs of the Company, approved by the decision of the Board of Directors on 18.03.2013 (Minutes # 06/13 of 21.03.2013) to have lost force.
3. To instruct General Director of the Company:
  - 3.1 to form a draft of a long-term investment program of the Company for the period from 2014 according to the forecast of socio-economic development of the Russian Federation for 2014 and the period of 2015-2016 and the scenarios for the formation of investment programs of the Company, approved pursuant to paragraph 1 of this decision;

3.2 to ensure the consideration by the Board of Directors of the item «On consideration of the draft of a long-term investment program of the Company for the period from 2014».

Deadline: until 15.11.2013.

**Voting results:**

- |     |                                       |               |
|-----|---------------------------------------|---------------|
| 1.  | <b>Sergey Alexandrovich Arkhipov</b>  | - «FOR»       |
| 2.  | <b>Alexander Markovich Branis</b>     | - «ABSTAINED» |
| 3.  | <b>Valery Anatolyevich Goncharov</b>  | - «FOR»       |
| 4.  | <b>Sergey Alexandrovich Demin</b>     | - «FOR»       |
| 5.  | <b>Oleg Yuryevich Isaev</b>           | - «FOR»       |
| 6.  | <b>Madina Valeryevna Kaloeva</b>      | - «ABSTAINED» |
| 7.  | <b>Alexey Valeryevich Molsky</b>      | - «FOR»       |
| 8.  | <b>Maxim Mikhailovich Saukh</b>       | - «FOR»       |
| 9.  | <b>Roman Alexeyevich Filkin</b>       | - «ABSTAINED» |
| 10. | <b>Oxana Vladimirovna Shatokhina</b>  | - «FOR»       |
| 11. | <b>Alexander Viktorovich Shevchuk</b> | - «ABSTAINED» |

**Total:**

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

**Decision is taken.**

**Appendices:**

1. Amendment to electric grid lease agreement of 17.07.2013 № PM-25/7700/00386/13, concluded between IDGC of Centre and FGC UES (Appendix # 1).
2. The Action Plan implementing the concept to address the "last mile" issue (Appendix # 2).
3. Scenarios for the formation of investment programs of the Company in a new edition (Appendix # 3).

**Chairman of the Board of Directors  
of IDGC of Centre**

**S.A. Arkhipov**

**Corporate Secretary  
of IDGC of Centre**

**S.V. Lapinskaya**