

MINUTES of the meeting of the Board of Directors of JSC “IDGC of Center and North Caucasus” (in the form of postal voting) November 6, 2007

Interregional Distribution Grid Company of the Center
Joint-Stock Company
JSC IDGC of the Center
Moscow, Glukharev lane 4/2

Minutes

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

November 06, 2007

№ 09/07

Moscow

Form of carrying out: **absent voting.**

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

Participants of the voting: **Branis A.M., Burnashev D.A., Zemlyansky I.I., Kachay A.R., Klapptsov A.V., Kolesnikov A.S., Kravchenko V.M., Makarov E.F., Misrikhanov M.Sh., Okley P.I.**

Persons who did not file in the census paper: **Demin A.A.**

Quorum: **present**

Absence of objections on the part of inspector of FAS Russia – Chief of the Control Management of Fuel and Energy Complex Pirozhenko A.A. was taken into account in the course of execution of the minutes.

THE AGENDA:

1. On examination of the report of General Director on execution of the business plan of the Company for quarter 2, 2007.
2. On examination of the report of General Director on maintenance of insurance coverage in quarter 3, 2007
3. On examination of the information of Reliability Committee on the state of the fixed assets of power facilities subordinate to IDGC for quarter 2, 2007.
4. On performance of the resolutions adopted at the previous meetings of the Board of Directors of the Company in quarter 3, 2007
5. On election of Chief and the personnel of the Central Purchasing Body of the Company.
6. On election of the person, authorised to carry out functions of the employer of General Director of JSC IDGC of the Center.
7. On definition of the priority directions of the activity of the Company: On adoption of the main principles of the technical policy of the Company in the field of information technologies.
8. On approval of the contract on service rendering, concluded with JSC Corporate Service Systems that is a transaction the subject of which is the property, work and services the cost of which is from 5 to 25 percent of the balance cost of the assets of the Company.

9. On approval of the Additional agreement to the Contract of the bank account in the currency of the Russian Federation as of September 25, 2006 between JSC Alpha Bank and JSC IDGC of the Center, that is a transaction the subject of which is the property, work and services the cost of which is from 5 to 25 percent of the balance cost of the assets of the Company.

10. On approval of the Agreement on the general conditions of conclusion of the transactions that is concluded between Gazprombank joint-stock bank and JSC IDGC of the Center that is a transaction the subject of which is the property, work and services the cost of which is from 5 to 25 percent of the balance cost of the assets of the Company.

11. On approval of the contract on delivery of Microsoft license software that is to be concluded with JSC Croc Incorporated that is a transaction the scope of obligations on which is attached to a foreign currency.

ITEM № 1: On examination of the report of General Director of the Company on execution of the business plan of the Company for quarter 2, 2007.

RESOLUTION:

To take into consideration the report of General Director of the Company on execution of the business plan of the Company for quarter 2, 2007.

Voting results:

Resolution was approved unanimously.

ITEM № 2: On examination of the report of General Director of the Company on maintenance of insurance coverage in quarter 3, 2007

RESOLUTION:

To take into consideration the report of General Director of the Company on maintenance of insurance coverage in quarter 3, 2007.

Voting results:

Resolution was approved unanimously.

ITEM № 3: On examination of the information of Reliability Committee on the state of the fixed assets of power facilities subordinate to IDGC for quarter 2, 2007.

RESOLUTION:

To take into consideration the report of Reliability Committee of the Board of Directors of the Company on the state of the fixed assets of power facilities of DGC (JSC "energo") included into the zone of responsibility of JSC IDGC of the Center for quarter 2, 2007.

Voting results:

Resolution was approved unanimously.

ITEM № 4: On performance of the resolutions adopted at the previous meetings of the the Board of Directors of the Company in quarter 3, 2007.

RESOLUTION:

To take into consideration the information on performance of the resolutions adopted at

meetings of the Board of Directors of the Company in quarter 3, 2007.

Voting results:

Resolution was approved unanimously.

ITEM № 5: On election of Chief and the personnel of the Central Purchasing Body of the Company.

RESOLUTION:

1. To cancel the previous resolution of the Board of Directors of JSC IDGC of the Center and North Caucasus regarding the approval of the personnel of the Central Purchasing Body of the Company.

2. To elect Nazin V. L - Deputy General Director on investments and logistics of JSC IDGC of the Center as Chairman of the Central Tender Committee (CTC) of the Company.

3. To adopt the following personnel of the Central Tender Committee of JSC IDGC of the Center:

Chairman of CTC:

Nazin V. L - Deputy General Director on investments and logistics of JSC IDGC of the Center;

Deputy Chairman CTC:

Merzlyakov A.K. - First Deputy General Director of JSC IDGC of the Center;

Members of CTC:

Shumaker S.A. - Deputy General Director - Technical Director of JSC IDGC of the Center

Bronnikov E.A. - Deputy General Director on the economy and finance of JSC IDGC of the Center;

Kotikov K.V. - Deputy General Director on corporate governance of JSC IDGC of the Center;

Pankov D.L. - Deputy Technical Director - Chief of the Department for Management of Network Functioning of JSC IDGC of the Center;

Gladyshev A.M. - Chief of the Department for Legal Groundwork of JSC IDGC of the Center;

Mashchenko S.N. - Deputy General Director on economic safety of JSC IDGC of the Center;

Holoptsov V.V. - Chief of the Department for Systems of Technological Management and telecommunications of JSC IDGC of the Center;

Zimonas R. S - Head of the Directorate on Methodology and Organisation of the Purchasing activity of JSC UES FGC;

Kolyago D.S. - Head of the Management of Finances, Assets and capitalisation of the Management Center of JSC UES FGC;

Zabolotnyi A.D. - Chief of the branch of purchases both of the Materials Management of the Department for Investments and the Material Management of JSC IDGC of the Center;

Responsible secretary CTC (without vote):

Bykov V.V. - Chief Specialist of the branch of purchases both of the Materials Management of the Department for Investments and the Material Management of JSC IDGC of the Center

Voting results:

Resolution was approved unanimously.

ITEM № 6: On election of the person, authorised to carry out functions of the employer of General Director of JSC IDGC of the Center.

RESOLUTION:

To authorise Rappoport Andrey Natanovich, member of the Management Board of JSC RAO UES of Russia, Managing director (Networks business unit) to execute on behalf of the Company the rights and duties of the employer of General Director of the Company - Makarov Evgeniy Fyodorovich, except for the right to fix the terms of the labour contract and to sign the labour contract and additional agreements to it.

Voting results:

Branis Aleksandr Markovich refrained from voting

Resolution was approved by the majority of votes

ITEM № 7: On definition of the priority directions of the activity of the Company: On adoption of the main principles of the technical policy of the Company in the field of information technologies.

RESOLUTION:

1. To adopt the main principles of the technical policy of JSC IDGC of the Center in the field of information technologies according to the appendix to the present decision of Board of Directors of the Company.

2. To commission General Director of the Company:

- To provide conformity of the infrastructure of means of informational support of the Company with the requirements of the main principles of the technical policy of JSC IDGC of the Center.

Voting results:

Branis Aleksandr Markovich refrained from voting

Resolution was approved by the majority of votes.

ITEM № 8: On approval of the contract on service rendering, concluded with JSC Corporate Service Systems that is a transaction the subject of which is the property, work and services the cost of which is from 5 to 25 percent of the balance cost of the assets of the Company.

RESOLUTION:

To approve the Contract on rendering of services on supply with access to the information System of modeling of the activity of the company on the basis of ARIS toolkit; on supply with access to the corporate informational system of management on the basis of SAP AG products; on supply with access to workplaces of the system of operational management of the activity of Motiw company; on technical and installation support of the Portal of Operative Reporting(POR) concluded between JSC IDGC of the Center and JSC Corporate Service Systems under the following essential conditions:

The Parties of the Contract:

The customer - JSC IDGC of the Center
The contractor - JSC Corporate Service Systems.

The subject of the Contract:

The Contractor is obliged according to the terms of the present Contract to render, and the Customer in due time to pay services on supply with access to informational System of modeling of the activity of the company on the basis of ARIS toolkit (the professional user); on supply with access to the corporate informational system of management on the basis of SAP AG products; on technical support of information system of Motiw SOMAC; on technical and installation support of Portal of Operative Reporting (POR).

The price of the Contract and procedure of settlement:

The cost of services under the contract equals 25 812 264 (Twenty five million eight hundred twelve thousand two hundred sixty four) ruble 00 kopeck, including the VAT in the amount of 18 %, that equals 3 937 464 (Three million nine hundred thirty seven thousand four hundred sixty four) rubles 00 kopeck.

Payment under the Contract is made by the Customer monthly, by funds transfer to the settlement account of the Contractor until the 5th day of the month that follows the assessment month, under the term of signing the Act On Service Rendering or the expiry of the term of its examination and signing.

Validity of the contract:

The contract comes into force from the moment of its signing by the Parties, under the condition of its approval by the authorised management bodies of the Contractor and the Customer in the order established by item 83 of the Federal Law On Joint-Stock Companies, and is valid till 31.12.2008. The validity of the contract is applied to the legal relations of the Parties, which appeared 01.01.2007 .Transfer of the results and the payment of services that were actually rendered till the moment of signing of the present Contract, is made simultaneously with transfer of the results and service payment for the month when the contract was concluded.

Procedure of the dispute resolution:

All disputes and disagreements which can appear during the performance of the terms of the present Contract will be resolved by negotiations between the Parties.

For examination of disputes the Parties fix claim way of dispute resolution. The term of examination of the claim equals 30 consecutive days.

All disputes, disagreements and demands that arise from the present contract or in connection with it, among them those connected with its conclusion, change, execution, infringement, cancellation, termination and validity, are to be resolved in Arbitration court at the location of the respondent according to the current legislation of the Russian Federation.

Voting results:

Refrained from voting

Voted against

Resolution was approved by the majority of votes

Kachay Alexey Romanovich
Klaptsov Alexey Vitalievich
Branis Aleksandr Markovich

ITEM № 9: On approval of the Additional agreement to the Contract of the bank account in the currency of the Russian Federation as of September 25, 2006 between JSC Alpha Bank and JSC IDGC of the Center which is a transaction the subject of which is the property, work and services, the cost of which is from 5 to 25 percent of the balance cost of the assets of the Company.

RESOLUTION:

To approve the Additional agreement to the Contract of the bank account in the currency of the Russian Federation as of September 25, 2006 between JSC Alpha Bank and JSC IDGC of the Center under the following terms:

The Parties of the transaction:

The client - JSC IDGC of the Center

The bank - JSC Alpha Bank

The subject of the transaction:

1.1. The subject of the additional agreement is the relations of the Parties connected with maintenance of the fixed account balance.

1.2. The terms of maintenance of each fixed account balance are provisionally discussed by the Parties in each specific case by holding negotiations between the Dealers on communication channels.

The sum of the contract and procedure of payments.

1.1. For using the money resources which are on the Account of the Client as the fixed account balance, the Bank pays to the Client interest in the amount specified in item 3 of the Request, except for the cases stipulated by item 5.3. of the present Agreement, but no less than MOSIBORON-1 %.

1.2. The interest that is to be paid by the Bank to the Client, is added since the day next after the day of receipt of the funds to the Account, to the day agreed on by the parties as the last day of presence of the fixed balance on the account (inclusive) and is transferred to the account of the Client, specified in item 4 of the Request. The term of placement cannot exceed 20 days. During calculation of interest the factual number of consecutive days of the term of presence of the fixed account balance is taken into account. In this case the real number of consecutive days in a year (365 or 366 days, accordingly) is taken as a basis.

1.3. Transfer by the Bank to the Client's account specified in item 4 of the Request, of the sum of the added interest is made not later than the working day following the last day, coordinated by the parties as the last day of presence of the fixed account balance.

1.4. If the last day of presence of funds as the fixed account balance is a day off, the expire day is agreed to be the next working day following it. Calculation of the interest is made proceeding from the actual term of presence of the fixed account balance, except for the cases provided by item 5.3. of the present Agreement.

Nonrecurring amount of the fixed account balance cannot exceed 25 percent of the balance cost of the assets of the Company fixed for the date of conclusion of the transaction.

Validity of the contract.

The agreement comes into force from the moment of its signing by the Parties and is valid during the validity of the Contract.

Voting results:

Resolution was approved unanimously.

ITEM № 10: On approval of the Agreement on the general terms of conclusion of the transactions concluded between Gazprombank joint-stock bank and JSC IDGC of the Center.

RESOLUTION:

To approve the Agreement on the general terms of conclusion of the transactions concluded between Gazprombank joint-stock bank and JSC IDGC of the Center.

The Parties of the Contract:

The client - JSC IDGC of the Center

Bank - Gazprombank joint-stock bank

The subject of the contract.

The subject of the present Agreement is:

The general terms of conclusion, change, cancellation of the Transactions;

Granting by the Bank to the Client with use of system GPB-Dealing of the credit (credits), return by the Client to the Bank of the received sums and payment of interest on them, under the terms stipulated in the present Agreement and Ticket ED.

The parties have the right to conclude, change, and terminate Conversion and Depositary transactions

The sum of the contract and procedure of payments.

The cost of each specific transaction made under the given Agreement cannot exceed 25 percent of the balance cost of the shares of the Company, fixed on the date of the conclusion of such transaction.

Validity of the contract.

The agreement is valid during 3 (three) years from the moment of its conclusion. After termination of the period of validity of the Agreement the Agreement automatically prolonged each time for the new period equal to one year if neither of the Parties refused to prolong the period of validity of the Agreement.

Voting results:

Klaptsov Alexey Vitalievich refrained from voting

Resolution was approved by the majority of votes

ITEM № 11: On approval of the contract on delivery of Microsoft license software that is to be concluded with JSC Croc Incorporated that is a transaction the scope of obligations on which is attached to a foreign currency

RESOLUTION:

To approve the conclusion of the contract on delivery of Microsoft license software that is to be concluded with JSC Croc Incorporated that is a transaction the scope of obligations on which is attached to a foreign currency, under the conditions applied in the appendix to the present resolution of the Board of Directors.

Voting results:

Klaptsov Alexey Vitalievich refrained from voting

Resolution was approved by the majority of votes

Deputy Chairman of the Board of Directors

P.I. Okley

Corporate Secretary

N.Yu.Kashtanova