

TRI VALLEY CORP
Form DEF 14A
October 09, 2002

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TRI-VALLEY CORPORATION

5555 BUSINESS PARK SOUTH, SUITE 200

BAKERSFIELD, CALIFORNIA 93309

MEETING TO BE HELD:

DATE: NOVEMBER 16, 2002
TIME: 10:00 A.M. (P.S.T.)
PLACE: THE FOUR SEASONS BILTMORE
1260 CHANNEL DRIVE
SANTA BARBARA, CALIFORNIA 93108

MATTERS TO BE VOTED ON:

1. Electing six directors to serve for the ensuing year;
2. Approving the engagement of Brown Armstrong Paulden McCown Hill Starbuck & Keeter Accountancy Corporation as our independent accountants; and
3. Transacting such other business as may properly come before the meeting and any adjournment thereof.

WHO MAY ATTEND AND VOTE AT THE MEETING:

Shareholders of record at the close of business on September 27, 2002, and valid proxy holders may attend and vote at the meeting. If your shares are registered in the name of a brokerage firm or trustee and you plan to attend the meeting, please obtain from the firm or trustee a letter or other evidence of your beneficial ownership of those shares to facilitate your admittance to the meeting.

THIS MEETING NOTICE AND PROXY STATEMENT WAS FIRST SENT TO SHAREHOLDERS OF

TRI-VALLEY CORPORATION ON OR ABOUT OCTOBER 11, 2002.

By Order of the Board of Directors,

F. Lynn Blystone
President and Chief Executive Officer

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PROXY STATEMENT

TO THE SHAREHOLDERS OF TRI-VALLEY CORPORATION:

GENERAL INFORMATION ABOUT THE SHAREHOLDERS' MEETING

The only items of business which management intends to present at the meeting are listed in the Notice of Annual Meeting of Shareholders. This Proxy Statement provides details about the meeting.

The enclosed proxy material relating to Tri-Valley Corporation from our board of directors of is sent to you as the direct or beneficial owner of our common stock, with our sincere request that you give those materials your prompt and thorough consideration. Your vote at the annual meeting is important to us.

The Board of Directors of Tri-Valley Corporation hereby solicits your proxy (on the enclosed proxy form) for use at our Annual Meeting of Shareholders to be held November 16, 2002, at 10:00 A.M. (local time) in the Four Seasons Biltmore, 1260 Channel Drive, Santa Barbara, California 93108.

By returning your signed proxy, you authorize management to vote your shares as you indicate on these items of business and to vote your shares in accordance with management's best judgment in response to proposals initiated by others at the meeting.

Our administrative office is located at 5555 Business Park South, Bakersfield, California 93309. The approximate date on which this Proxy Statement and proxy will first be sent to the shareholders is October 11, 2002. The costs of this proxy notification will be paid by the Company and are estimated to be approximately \$7,000. A professional proxy solicitor has not been engaged.

IF YOU ARE UNABLE TO ATTEND THIS MEETING, WE REQUEST THAT YOU RETURN THE ENCLOSED PROXY FORM, PROPERLY EXECUTED, IN ORDER THAT YOUR SHARES WILL BE REPRESENTED AND VOTED AT THE MEETING.

CHANGING OR REVOKING YOUR PROXY VOTE

You may revoke your signed proxy at any time before it is exercised at the annual meeting. You may do this by advising our secretary in writing of your desire to revoke your proxy, or by submitting a duly executed proxy bearing a later date. We will honor the proxy card with the latest date. You may also revoke your proxy by attending the annual meeting and indicating that you wish to vote in person.

WHO MAY VOTE

As of June 30, 2002, 19,703,748 shares of our common stock were outstanding. Each share is entitled to one vote per director in the election of directors and one vote in all other matters to be voted upon at the meeting. SHAREHOLDERS OF RECORD AS OF THE CLOSE OF BUSINESS AT 5:00 P.M. ON FRIDAY, SEPTEMBER 27, 2002, ARE THE ONLY PERSONS ENTITLED TO VOTE AT THIS MEETING.

VOTING IN PERSON

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Although we encourage you to complete and return your proxy to ensure that your vote is counted, you can attend the annual meeting and vote your shares in person.

HOW YOUR VOTES ARE COUNTED

We will hold the annual meeting if holders of not less than one-half the outstanding shares are present either in person or by proxy. If you sign and return your proxy card, your shares will be counted to determine whether we have a quorum even if you abstain or fail to vote on any of the matters listed on the proxy card.

The vote of a majority of the shares present at the meeting, in person or by proxy, is necessary to elect directors and to ratify the selection of the Company's auditors.

If you mark "Abstain" with respect to any proposal on your proxy, your shares will be counted in the number of votes cast. HOWEVER, A VOTE TO "ABSTAIN" HAS THE SAME EFFECT AS VOTING NO. MANAGEMENT REQUESTS THAT YOU VOTE EITHER "FOR" OR "AGAINST" ON EACH PROPOSAL TO COME BEFORE THE MEETING. If a broker or other nominee holding shares for a beneficial owner does not vote on a proposal, the shares will not be counted in the number of votes cast.

CERTAIN BENEFICIAL OWNERS

The following table contains information concerning the only persons believed by us to own more than 5% of our common stock as of September 1, 2002.

Name and Address of Beneficial Owner -----	Percent of Class -----	Amount Beneficially Owned -----
Dennis Vaughan 2298 Featherhill Road Santa Barbara, CA 93108	1,009,200	5.1%
F. Lynn Blystone* P. O. Box 1105 Bakersfield, CA 93302	1,334,264	6.5%

* Includes 892,000 shares of stock Mr. Blystone has the right to acquire upon the exercise of options and 30,200 shares held in the name of Bandera Land Company, Inc., a family corporation of which Mr. Blystone is the president.

ITEMS OF BUSINESS -----

PROPOSAL 1: ELECTION OF DIRECTORS
PROPOSAL 1: ELECTION OF DIRECTORS

The Board of Directors consists of six (6) members. Each director serves for a term of one (1) year. All six (6) director positions are up for election at the meeting.

VOTING

The six nominees receiving the highest number of votes will be elected. Proxies solicited by the board of directors will be voted in favor of each nominee

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unless shareholders specify otherwise in their proxies. Should any of the nominees become unavailable at the time of the meeting to accept nomination or election as a director, the proxy holders named in the enclosed proxy will vote for substitute nominees at their discretion. Votes withheld for a nominee will not be counted.

CUMULATIVE VOTING

Although we are incorporated in Delaware, we currently maintain our business offices and principal oil and gas operations in California. Accordingly, shareholders are entitled, under California corporation law, to cumulative voting rights in the election of directors. This means that a shareholder may multiply the shares held by the total number of directors to be elected (six) and vote all of such shares for any one director. Prior to the meeting and vote on directors, any shareholder wishing to exercise cumulative voting rights must give the company written notice of exercise of cumulative voting rights. Discretionary authority to cumulate votes in the exercise of proxies is hereby solicited by management.

NOMINEES FOR THE BOARD OF DIRECTORS

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE

FOLLOWING SIX NOMINEES FOR DIRECTOR.

EACH DIRECTOR MUST BE ELECTED BY A MAJORITY VOTE OF THE SHARES REPRESENTED AT THE MEETING.

The following pages describe the nominees for director, including their principal occupations for the past five years, certain other directorships, age, length of service as a Tri-Valley director, membership on the audit committee, attendance at board and committee meetings, and ownership of our stock.

Each nominee has agreed to be named in this proxy statement and to serve as a director if elected. The ages listed are as of August 30, 2002.

Name and Position with Company Beneficially Owned(1) (3)	Director Since	Common Stock Percent of Class (2)	
F. Lynn Blystone	1974	1,334,264	6.5%
-----	----	-----	----
Dennis Lockhart	1982	332,091	1.7%
Milton Carlson	1985	339,000	1.7%
Loren Miller	1992	305,300	1.5%
C. Chase Hoffman	2000	247,500	1.2%
Harold J. Noyes	2002	0	0%
All Directors as a Group		2,558,155	11.8%

(1) Includes shares which the listed shareholder has the right to acquire, from options, within 60 days after December 31, 2001, as follows: Dennis P. Lockhart 270,000; Milton J. Carlson 268,000; Loren J. Miller 270,000; and C. Chase Hoffman 200,000. Harold J. Noyes does not own any shares or options. F. Lynn Blystone has 892,000.

Under SEC rules, we calculate the percentage ownership of each person who owns exercisable options by adding (1) the number of exercisable options for that person to (2) the number of total shares outstanding, and dividing that result into (3) the total number of shares and exercisable options owned by that person.

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(2) Based on total outstanding shares of 19,703,748 as of June 30, 2002. The persons named herein have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws where applicable.

(3) Includes 30,200 shares held in the name of Bandera Land Company, Inc., a family corporation of which Mr. Blystone is the president.

NOMINEE PROFILES

F. Lynn Blystone 67 President and Chief Executive Officer of Tri-Valley Corporation and Tri-Valley Power Corporation, and CEO of Tri-Valley Oil & Gas Company, which are two wholly owned subsidiaries of Tri-Valley Corporation, Bakersfield, California 1974

Mr. Blystone became president and chief executive officer of Tri-Valley Corporation in October 1981, and was nominally vice president from July to October 1981. His background includes institution management, venture capital and various management functions for a mainline pipeline contractor including the Trans-Alaska Pipeline Project. He has founded, run and sold companies in several fields including Learjet charter, commercial construction, municipal finance and land development. He is also president of a family corporation, Bandera Land Company, Inc., with real estate interests in Kern, Riverside and Orange Counties, California. A graduate of Whittier College, California, he did graduate work at George Williams College, Illinois in organization management. He gives full time to Tri-Valley.

Dennis P. Lockhart 55 Managing Principal of Zephyr Management L.P. 1982

Mr. Lockhart is associated with Zephyr Management L.P., a global investment firm headquartered in New York. Mr. Lockhart was until recently a senior officer and director of Heller Financial, Inc., and President of Heller's international subsidiary, which operates in 18 countries. Heller Financial is a NYSE company active in various lines of commercial finance. He was President of Heller International Group from 1988 to 2001. Prior 1988, Mr. Lockhart was an officer of Citicorp/Citibank and held a number of corporate banking and management positions in the US and overseas. He is a graduate of Stanford University and The Johns Hopkins University School of Advanced International Studies. He also attended the Senior Executive Program at the Sloan School of Management, Massachusetts Institute of Technology.

Milton J. Carlson 72 Investor, Kalispell, Montana 1985

Mr. Carlson is a principal in Earthsong, Inc., a non-profit, public benefit corporation engaged in a wide field of ecological matters in the public interest. Until its merger with another firm, Mr. Carlson formerly was vice president and corporate secretary of Union Sugar Company, a \$100 million unit of Sara Lee Corporation. He was involved in representing industrial end users of energy through the California Manufacturers Association as the former chairman of the CMA steering committee of the standing energy and environmental committees. Mr. Carlson was also the energy and environmental representative with Sara Lee energy advisory group and monitored related matters before the California Public Utilities Commission and Energy Commission as well as serving as the legislative representative in Sacramento and Washington, D.C. Mr. Carlson attended the University of Colorado at Boulder and the University of Denver.

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Loren J. Miller, CPA 57 Treasurer, Jankovich Company, San Pedro,
California 1992

For the last four years, Mr. Miller has been the treasurer of The Jankovich Company, a large, private petroleum and products distributor. He has also served in a treasury and chief financial officer capacity as vice president successively of McMullen Oil Company, Mock Resources, Inc., and Hershey Oil Corporation. Prior to that he was vice president and general manager of Tosco Production Finance Corporation and formerly a senior auditor with Touche Ross & Co. He is experienced in exploration, production, product trading, refining and distribution as well as corporate finance. He holds a B.S. in accounting and an M.B.A. in finance from the University of Southern California.

C. Chase Hoffman 79 Owner, Hoffman Farms Tulare, California 2000

Mr. Hoffman has owned and operated a milk cow dairy since 1965. He was a Senior Vice President and General Manager for Knudsen for the State of California. He also develops residential and commercial properties in California and Hawaii. Mr. Hoffman also sits as a director for these other companies, Trinity Plumas Capital Corporation, Vancouver, British Columbia, with California gold operations and Guatemala oil properties, and Power House Corporation, a British Columbia, Canada, hydroelectric project.

Harold J. Noyes 54 President, H.J. Noyes and Associates, Inc. 2002

Dr. Harold J. Noyes has been appointed to fill the vacancy created by Dr. Beistline's resignation. Since August 2000, he has been president of H.J. Noyes and Associates, Inc., a firm that provides consulting and business development for the minerals industry. He has also been serving since October 2001 as vice president, marketing and business development for Blake Street Investments, Inc., a money management and investment advisory firm. From 1997 to 2000 he was president of North Star Exploration, Inc. He was manager, resource development for Doyon Limited from 1983 to 1997. Dr. Noyes graduated from the University of Minnesota Magna Cum Laude in geology and took his Ph.D in geology and geochemistry at the Massachusetts Institute of Technology. Later he earned a Masters in Business Administration at the University of Chicago.

BOARD OF DIRECTORS' MEETINGS AND COMMITTEES

During 2001, the board of directors held 5 meetings. All directors attended at least 75% of the meetings, except for Earl H. Beistline, who attended 3 meetings.

Compensation Committee

We have a compensation committee, formed March 26, 2002 and comprised of C. Chase Hoffman (Chair) and Harold J. Noyes. A second meeting was held on August 21, 2002.

Audit Committee - The Corporation has had independent director review of its financial reports since 1981.

Purpose: The audit committee provides an open avenue of communication

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between our independent auditor, the company officers and the board of

directors. The committee operates under a charter that sets forth the

committee's tasks. The chief duties of the committee are:

- Assure the independence and objectivity of the auditing firm.
- Review and coordinate the auditing responsibilities with the auditor and chief financial officer.
- Review the adequacy of internal accounting controls.
- Inquire about significant risks and about management's actions to minimize risks.
- Review significant audit findings and any difficulties encountered in conducting the audit.

Members: Loren J. Miller, CPA

Dennis P. Lockhart
Milton J. Carlson

The committee charter requires the audit committee to be comprised of at least three members, who must be independent members of our board of directors. The qualifications of members and standards for determining who is an "independent" director conform to the standards set forth in the Nasdaq Stock Market's rules for companies quoted on Nasdaq. All audit committee members must be able to read and understand fundamental financial statements or to become able to do so shortly after joining the committee. At least one member must have previous employment in accounting or finance, certification in accounting or comparable experience. Our current audit committee members meet these requirements. Mr. Miller is a certified public accountant.

Number of Meetings Held in 2001: Four

Our board of directors appointed and organized the committee at the board meeting immediately following the 2000 shareholders' meeting in September 2000. The committee charter now requires the committee to meet at least four times a year and to meet periodically separately with the auditor, chief financial officer and management.

Attendance:

All Audit Committee members participated in committee meetings held in 2001.

Audit Committee Report:

The audit committee has reviewed and discussed the audited financial statements with management as well as our independent public accountants. The audit committee has received from the independent accountants a formal written statement regarding the auditors' independence and has discussed with the independent accountant matters relating to their independence. The audit committee has satisfied themselves as to the auditors' independence. The audit committee has discussed with the independent accountants the matters required to be discussed by Statement on Auditing Standards No. 61, which includes, among other items, matters related to the audit of our financial statements.

The audit committee has recommended to the board of directors that the audited financial statements be included in the company's Annual Report on Form 10-K for

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2001 for filing with the Securities and Exchange Commission.

COMPENSATION OF DIRECTORS

We compensate non-employee directors for their service on the board of directors. On October 22, 2001, each non-employee director received 50,000 stock options with an exercise price of \$1.35 per option. These shares were awarded at the 2001 annual director's meeting and Mr. Noyes was not a director at that time. The following tables sets forth information regarding the compensation paid to non-employee directors in 2001.

(a)	(b)
Name	Fees
----	----
Milton Carlson	\$2,900
Dennis P. Lockhart	\$2,650
Loren J. Miller	\$2,650
C. Chase Hoffman	\$2,900

EXECUTIVE COMPENSATION

The following table summarizes the compensation of the president, F. Lynn Blystone, for the fiscal years ended December 31, 2001, 2000, and 1999.

(a)	(b)	Annual Compensation		Long Term
		(c)	(d)	Compensation
Name	Period Covered	Other Salary	Other Salary	Awards
		Underlying Options	Underlying Options	(e)
	F. Lynn		FYE 12/31/01	\$115,250 (1))
	Blystone, CEO		FYE 12/31/00	\$105,720 (2))
			FYE 12/31/99	\$97,712 (3)

(1) Includes a bonus of \$16,250 for 2001.

(2) Includes value of 5,000 common shares issued on April 3, 2000, pursuant to Mr. Blystone's employment contract, with a fair market value of \$9,850 (\$1.97 per share).

(3) Includes value of 5,000 common shares issued on June 19, 1999, pursuant to Mr. Blystone's employment contract, with a fair market value of \$2,000 (\$0.40 per share).

Aggregated 2001 Option Exercises and Year-End Values

The following table summarizes the number and value of all unexercised stock options held by the Named Officer and the Directors at the end of 2001.

(A)	(B)	(C)	(D)	(E)
Number of Securities			Value of Unexercised In-	

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Name	On Exercise (#)	Underlying Unexercised	The-Money Options/SARs		
		Options/SARs at FY-End (#)	at FY-End (\$) *	at FY-End (\$) *	
		Shares Acquired	Value Realized (\$)	Exercisable/Unexercisable	
-----				-----	
		Exercisable/Unexercisable			

	F. Lynn Blystone	1,000	\$	894,000/0	\$/0

*Based on a fair market value of \$1.60 per share, which was the closing bid price of our common stock on the Over-The-Counter Bulletin Board on Friday, December 31, 2001.

PROPOSAL 2: APPROVAL OF BROWN, ARMSTRONG PAULDEN MCCOWN HILL STARBUCK & KEETER ACCOUNTANCY CORPORATION AS INDEPENDENT ACCOUNTANTS

PROPOSAL 2: APPROVAL OF BROWN, ARMSTRONG PAULDEN MCCOWN HILL STARBUCK & KEETER ACCOUNTANCY CORPORATION AS INDEPENDENT ACCOUNTANTS

It is the opinion of our board of directors and the audit committee that the certified public accounting firm of Brown Armstrong Paulden McCown Hill Starbuck & Keeter Accountancy Corporation, Inc. ("Brown Armstrong ") of Bakersfield, California, is best suited to conduct the company audits and reviews as well as related business consulting. The partner in charge, Burton Armstrong, has been a board member of and is on the tax committee of the California Independent Petroleum Association (CIPA) and active in many industry accounting and SEC related bodies in addition to the broader resources of the firm. The board feels Brown Armstrong conducts its business with detailed thoroughness in an expeditiously professional and economical manner and recommends your approval of continuing to retain them. Mr. Armstrong is expected to attend the shareholder meeting, will have an opportunity to make a statement and will be available to respond to appropriate questions.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF BROWN ARMSTRONG AS

OUR INDEPENDENT ACCOUNTANTS.

A MAJORITY VOTE IS REQUIRED TO APPROVE THIS PROPOSAL.

PROPOSAL 3: OTHER MATTERS
PROPOSAL 3: OTHER MATTERS

At the date of mailing of this proxy statement, we are not aware of any business to be presented at the annual meeting other than those items previously discussed. The proxy being solicited by the board of directors provides authority for the proxy holder, F. Lynn Blystone, to use his discretion to vote on such other matters as may lawfully come before the meeting, including matters incidental to the conduct of the meeting, and any adjournment thereof.

OTHER INFORMATION

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ANNUAL REPORT

This proxy statement that is being mailed to shareholders is accompanied by a copy of our Annual Report on Form 10-K for the year ended December 31, 2001, which contains our audited financial statements dated December 31, 2001 and 2000.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING REQUIREMENT

Section 16(a) of the Securities Exchange Act of 1934 and Securities and Exchange Commission regulations require our directors, certain officers, and greater than 10 percent shareholders to file reports of ownership and changes in ownership with the SEC and to furnish us with copies of all such reports they file. Based solely upon a review of the copies of the forms furnished to us, or written representations from certain reporting persons that no reports were required, we believe that no person failed to file required reports on a timely basis during or in respect of 2001.

WHERE TO OBTAIN ADDITIONAL INFORMATION

You may obtain, free of charge, a copy of our Annual Report or Form 10-K for the year ended December 31, 2001 (including the financial statements and schedules thereto) filed with the Securities and Exchange Commission by writing to Tri-Valley's Secretary at 5555 Business Park South, Suite 200, Bakersfield, California 93309; telephone 661-864-0500.

We file annual, quarterly and period reports, proxy statements and other information with the Securities and Exchange Commission using the SEC's EDGAR system. You can find our SEC filings on the SEC's web site, www.sec.gov. You

may read and copy any materials that we file with the SEC at its Public Reference Room at 450 5th Street, N.W., Washington, D.C. 20549. Our common stock is traded under the symbol "TRIL." Our annual report, which contains audited financial statements, accompanies this proxy statement. We use the calendar year as our fiscal year.

PROPOSALS BY SHAREHOLDERS - 2003

Any proposal by a shareholder to be submitted for inclusion in proxy soliciting material for the 2003 annual shareholders meeting must be received by our corporate secretary no later than December 31, 2002.

OTHER MATTERS

No proposals have been received from shareholders for inclusion in the proxy statement or action at the 2002 annual meeting. We do not know of any matter to be acted upon at the meeting other than the matters above described. However, if any other matter should properly come before the meeting, the proxy holders named in the enclosed proxy will vote the shares for which they hold proxies in their discretion.

Your vote at the annual meeting is important to us. Please vote your shares of common stock by completing the enclosed proxy card and returning it to us in the enclosed envelope.

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Date: September 27, 2002
Directors,

By Order of the Board of

F. Lynn Blystone
President and Chief Executive Officer

TRI-VALLEY CORPORATION
PROXY FOR ANNUAL MEETING OF SHAREHOLDERS
SOLICITED BY THE BOARD OF DIRECTORS

The undersigned hereby appoints F. Lynn Blystone and Loren Miller as Proxies with the power to appoint their substitutes, and hereby authorizes them to represent and to vote, as designated below, all the shares of common stock of Tri-Valley Corporation held on record by the undersigned on September 27, 2002, at the Annual Meeting of Shareholders to be held in the Four Seasons Biltmore, 1260 Channel Drive, Santa Barbara, California 93108, on November 16, 2002, at 10:00 A.M. (P.S.T.).

1. ELECTION OF DIRECTORS or any adjournment thereof.
FOR ALL NOMINEES LISTED BELOW (EXCEPT AS MARKED TO THE CONTRARY BELOW).

(To withhold authority to vote for any individual nominee, strike a line through the nominee's name in the list below.)

F. L. Blystone M. J. Carlson D. P. Lockhart
L. J. Miller C. C. Hoffman H.J. Noyes

2. To ratify the appointment of Brown Armstrong Paulden McCown Hill Starbuck & Keeter Accountancy Corporation as the Company's independent accountants.

For Against Abstain
----- ----- -----

3. To transact such other business as may properly come before the Annual Meeting and any adjournments thereof.

For Against Abstain
----- ----- -----

THE SHARES REPRESENTED HEREBY SHALL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, SUCH SHARES SHALL BE VOTED FOR PROPOSALS 1 - 3.

Please sign and date this Proxy. When signing as attorney, executor, administrator, trustee, guardian, corporate officer, etc., please indicate your full title. Proxies received in this office later than 5:00 P.M. on November 15, 2002, will not be voted upon unless the shareholders are present to vote their shares.

Dated: _____

(Please mark, sign, date and return the Proxy Card promptly.)

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Signature

Signature if held jointly